RDM CORPORATION

ANNUAL INFORMATION FORM

November 16, 2016

Year ended September 30, 2016

RDM CORPORATION
Annual Information Form
Fiscal Year Ended September 30, 2016

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INFORMATION INCORPORATED BY REFERENCE

The information that appears in the financial statements (the "2016 Annual Statements") of RDM Corporation ("RDM" or the "Company") for the fiscal year ended September 30, 2016 and in "Management's Discussion and Analysis of Operating Results and Financial Condition" for the fiscal year ended September 30, 2016 (the "2016 MD&A") is hereby incorporated by reference in, and forms part of, this Annual Information Form. The 2016 Annual Statements and the 2016 MD&A are available electronically at *www.sedar.com*. All currency amounts in this Annual Information Form are stated in Canadian dollars, unless otherwise noted.

NOTE REGARDING FORWARD LOOKING STATEMENTS

Certain statements contained in this Annual Information Form ("AIF") constitute forward-looking statements. These include statements about Management's expectations, beliefs, intentions or strategies for the future, which are indicated by words such as "anticipate, intend, believe, estimate, forecast and expect" and similar words. All forward-looking statements reflect Management's current views with respect to future events, and are subject to numerous risks, uncertainties and assumptions that have been made. Management has identified a number of important factors that could cause actual results, performance or achievements to be materially different from those expressed or implied by these forward-looking statements which are discussed in this AIF, elsewhere in the Company's Annual Report, and in other continuous disclosure filings of the Company. Forward-looking statements are not guarantees of future performance. Such factors include, the speed of adoption of remote deposit capture in the United States, the continued reliance in the United States on checks as a payment mechanism, the ability of the Company to successfully introduce new products and new service delivery options, fluctuations in the U.S. $/Canadian $ exchange rate and competition from larger industry participants. Actual results could vary materially from those that are expressed or implied by these forward-looking statements due to any of the risks and uncertainties that are described in this AIF, risks and uncertainties that are unknown to Management, or from risks that Management currently believes to be immaterial. The Company does not intend, and does not assume any obligation, to update these forward-looking statements. Additional information relating to the Company and the risks inherent in its business is provided in the Company's Annual Report and other disclosure documents available on SEDAR at *www.sedar.com*.

INCORPORATION

RDM Corporation ("RDM" or the "Company") was incorporated by way of Articles of Incorporation under the name 154174 Canada Inc. pursuant to the provisions of the *Canada Business Corporations Act* on January 23, 1987. The name of 154174 Canada Inc. was changed to Keener Technologies Inc. ("Keener") on April 21, 1987. The common shares of Keener were listed and posted for trading on the Alberta Stock Exchange on September 4, 1987. On November 27, 1989, Keener acquired 100% of the common shares of Mindflight Technology Inc. ("MTI"), an Ontario corporation, together with 100% of the common shares of 550100 Ontario Limited ("550100"). The principal assets of 550100 were 19.9% of the issued and outstanding common shares of Research Development & Manufacturing Corporation ("Research").

The common shares of Keener were listed on the Vancouver Stock Exchange on November 30, 1992 and delisted from the Alberta Stock Exchange effective March 31, 1993. On August 9, 1993, Keener consolidated its common shares on a four old for one new basis and changed its name to Mindflight Corporation ("Mindflight"). By an agreement dated August 10, 1993 (the "RDM Agreement"), Mindflight offered to acquire all the issued and outstanding shares of Research pursuant to an exempt take-over bid. Research shareholders tendered approximately 64.5% of the issued and outstanding shares in Research such that on completion of the take-over bid, Mindflight directly and through 550100 owned approximately an 83% equity interest in Research. Pursuant to the terms of the RDM Agreement, the minority shareholders of Research had the option to convert their remaining shares into common shares of Mindflight for a period of 10 years from the date of the RDM Agreement on the basis of a pre-set formula. The minority shareholders of Research elected to convert all of their minority shareholdings which resulted, effective as of September 30, 1995, in the Company owning, directly and indirectly through its wholly-owned subsidiary 550100, 100% of the issued and outstanding shares of Research. The Company's wholly-owned subsidiary

MTI discontinued its operations effective September 15, 1996 and effective May 15, 2000 MTI amalgamated with Research and continued as Research Development & Manufacturing Corporation. Research is the primary operating subsidiary of RDM through which it conducts its Electronic Commerce and Payment Processing operations.

The Company changed its name from Mindflight Corporation to RDM Corporation on June 19, 1998. On February 3, 2003 the common shares of the Company were listed on the Toronto Stock Exchange.

The principal business and registered office of the Company is located at 619A Kumpf Dr., Waterloo, Ontario, N2V 1K8. The Company also has a warehouse and manufacturing facility at 1-608 Weber Street, Waterloo, Ontario, N2V 1K4 and a US subsidiary RDM Payment Solutions, Inc.

GENERAL DEVELOPMENT OF THE BUSINESS

RDM is a leading provider of specialized software and hardware products for electronic payment processing. Research was founded in 1987 to provide quality control products for check printing and processing. Since that time, as a result of RDM's research and development and marketing efforts and the quality and reputation of its products and people, the Company has grown to be a dominant player in the Quality Assurance market and has leveraged its core competencies in software development, and image archiving into emerging Digital Imaging Products, Payment Processing Services and Electronic Payments Solutions markets.

Key developments over the last three years are as follows:

For fiscal 2014, ITMS end user seats increased from 32,021 to 36,980 during the year. Shipments of proprietary scanners were 20,737 units compared to 23,872 units in 2013.

For fiscal 2015, ITMS end user seats increased from 36,980 to 44,621 during the year. Shipments of proprietary scanners were 24,143 units compared to 20,737 units in 2014.

For fiscal 2016, ITMS end user seats increased from 44,621 to 48,706 during the year. Shipments of proprietary scanners were 12,168 units compared to 24,143 units in 2015.

NARRATIVE DESCRIPTION OF THE BUSINESS

OVERVIEW

RDM is a provider of solutions for the electronic commerce and payment processing markets. RDM has pioneered Remote Check Deposit solutions and web-based image management and transaction processing services for financial institutions, retailers, payment processors and government agencies, as well as print quality control and image quality systems for a variety of global customers. RDM's recurring revenue based, ITMS platform is an industry leading e-check processing solution whereby transaction information can be remotely captured and processed electronically from distributed locations, resulting in reduced payment processing float time and reduced costs associated with processing payments. RDM's solutions process over $600 billion in payments annually.

There exists a significant market for an electronic solution to the millions of checks that are still written in the U.S. every day. The cost of processing these checks is high. A typical check is handled multiple times in the current U.S. banking and back-office system. Beyond the effect on businesses that write and process checks, financial institutions incur substantial costs in courier fees needed to transport original paper checks to multiple handling points for processing and posting.

Remote Deposit Capture ("RDC") refers to a deposit taking mechanism that uses imaging technology to capture check images and data at corporate or merchant sites and the electronic transmission of these deposits to a financial institution. The Check Clearing for the 21st Century Act ("Check 21"), which became effective in the United States October 28, 2004 was a catalyst for the adoption of RDC as well as other forms of image-based check processing. While Check 21 does not require the conversion of paper checks into electronic transactions or digital images, it does encourage an industry shift away from traditional methods of handling paper checks by granting Image Replacement Documents ("IRDs") the same legal status as the original paper check. RDC allows productivity and transportation savings by eliminating the paper check.

Check 21 authorizes the creation of a substitute check from images of the front and back of an original paper check. Check 21 also enables U.S. banks to unilaterally choose to truncate all paper checks and provide substitute checks, or IRDs, to those banks and customers who have not agreed to accept the electronic records or images of the original paper checks. By promoting the use of imaging technology such as RDM's ITMS, Check 21 enables the elimination of many costly check processing steps and facilitates the development of improvements to bank back-office operations, improved treasury operations, while at the same time opening the door for new and improved service offerings to bank customers.

The Company has become a leading firm in providing technologies and electronic payment systems to the payment processing and point of sale industries, primarily in the area of check electronification and RDC. The Company has historically been a leading market player in providing quality control products to the check printing and processing industry. In recent years, through its technical expertise within the financial transaction processing community, RDM has developed and introduced leading-edge alternative payment technologies for the Point of Sale ("POP") Electronic Check Conversion, Walk-In Bill Payment ("WIBP"), and RDC markets. The Company's service offerings include its web-based ITMS and Simply Deposit®, a web-based RDC product that was designed specifically for the small business market and also provides a mobile offering.

CORPORATE STRATEGY

RDM intends to continue to devote significant resources to the investigation and advanced development of technological solutions for electronic payment processing, and leverage the experience gained, where possible, into other market and product opportunities. The Company's long-term objective is to build a growth oriented, profitable business based on recurring revenues from the Company's ITMS transaction processing service. Progress towards the Company's long-term objective is measured in terms of growth in ITMS transaction processing revenues and Digital Imaging Product revenues. Digital Imaging Products include the Company's EC6000i® EC7000i®, EC7500®, EC9000i® Series and RDM SYNERGY II document scanners.

The Company intends to remain primarily focused on growing its revenues in fiscal 2016 through:

i) Increasing recurring ITMS transaction processing revenues through an innovative and robust service offering, targeted solution based selling and strategic partnerships with large and medium sized U.S.-based financial institutions and Value Added Resellers ("VARs").

ii) Broadening and strengthening products and distribution:

RDM believes that its long-term success will depend on its ability to distribute its products and services effectively in the North American marketplace. Strengthening of RDM's distribution in North America is planned through a combination of expanding its industry-connected sales force and establishing additional sales arrangements with hardware distributors, financial institutions as well as targeted vertical markets. RDM may license its technology in certain instances to original equipment manufacturers ("OEMs") to increase market penetration of the Company's technology into geographic and industry segments that are not reached by its direct sales force or other distribution arms.

Simply Deposit is targeted at the small business market. The small business market represents a large potential opportunity for RDC services. Small businesses are not being required to change their bank depository relationship to use Simply Deposit. The product can be sold by RDM's bank customers.

Simply Deposit Mobile®, enabling the processing of images from mobile devices, was developed in 2010 and launched in 2011.

The Company plans to increase sales volume of document scanners by selling EC7000i, EC7500i and EC9000i Series.

RDM's small document scanners have gained widespread acceptance in the United States and are constantly being upgraded to enhance functionality and increase market penetration.

iii) Maintaining current market position in Quality Assurance:

RDM's quality assurance products have been installed in check printers, banks and financial institutions in over 40 countries. The Company has established a leading position and a reputation as the industry expert in check quality standards by investing in research and development and by participating in and taking leading roles in industry standard setting committees. The Company plans to continue to leverage its reputation and dominant industry position to introduce new products and continue to support services into its existing channels of distribution. QCX, the newest generation of check quality testing equipment was launched in the last month of fiscal 2011.

iv) Development and delivery of high quality innovative Custom Solutions:

The Company has been successful in developing Custom Solutions for a number of U.S.-based organizations. The Company intends to continue to pursue profitable Custom development contracts where possible that may also lead to ITMS transaction processing revenues.

v) The Company will focus on acquisition opportunities that integrate with the Company's product portfolio or expand the product portfolio with new product offerings.

PRODUCTS AND SERVICES

RDM's products and services are used in a variety of applications; however, the Company currently targets the following main markets:

i) RDC – As industry and government regulations surrounding the processing of paper checks evolve, RDM has developed a RDC solution, whereby check information can be captured, imaged, and transaction data processed electronically from distributed locations. More specifically, the United States passed the "Check Clearing for the 21st Century Act" commonly known as "Check 21" in October of 2003 that became effective in October of 2004. This legislation enabled for the first time the electronic truncation of check information allowing the electronic presentment of check images (substitute checks) or the printing of IRDs from the electronic images. For example, RDM's document scanners and proprietary software allows insurance agencies to electronically capture and remit checks held by their agents on a more timely basis than traditional remittance of paper checks, thus freeing up significant cash flow while at the same time significantly reducing the costs associated with processing checks and the incidences of returned checks. RDM provides the following RDC solutions to financial institutions and corporations;

a. ITMS WebClient – RDM's cloud-based RDC application for mid to large sized corporate clients makes it easy to deposit checks and all associated financial documents electronically. From simple to complex transaction processing including high volume of checks, remittances, partial or co-pay, full page to envelopes, the solution can be customized to satisfy the needs of users. The application performs image quality analysis and validates legal amount areas and enters the check dollar amount associated with the scanned item. Manual entry is eliminated by optically reading the financial information on each item and automatically entering the information into the system. Users can generate reports or research items online to review a summary transaction or drill down to view the front and back images of checks or other documents and associated data.

b. Simply Deposit – Simply Deposit is targeted at the small to medium-sized business market. Many of the functions provided in ITMS WebClient are available. An integrated receivables feature offers integration into many accounting packages such as QuickBooks and Peachtree.

c. Simply Deposit Mobile - RDM's mobile RDC application enables businesses and corporations of all sizes with a mobile workforce to deposit checks the moment they are received using their Android or iPhone smartphone or tablet. Using the device's camera, the user captures a photo of the front and back of the check and enters any additional data associated with the check.

RDM's mobile RDC application has a simplified and intuitive user interface and workflow that is designed to require little to no training for the user. Users can capture and deposit the checks sooner in the process versus needing to wait for the checks to get back to the office or headquarters location for deposit. Mobile RDC is targeted at contractors, delivery services and equipment suppliers. RDM's mobile offering is fully integrated with its distributed desktop ITMS platform.

ii) Walk-In Bill Payment ("WIBP") – It is estimated that 10 to 15 percent of the U.S. population does not have a bank account, however, this large "unbanked" population still needs an efficient method of paying various bills such as hydro, telephone and cable bills. It is further estimated that there are approximately 800 million annual WIBP transactions, whereby U.S. consumers pay their bills by walking into bill payment centres. RDM's document scanners allow bill payment centres to electronically capture and process WIBP transactions.

iii) Remittance Processing ("RP") – For financial institutions and corporations, processing remittance documents is a key aspect of maintaining cash flow, improving customer service, generating recurring revenue and reducing overall costs associated with processing payments. RDM's remittance solutions provide customers with the ability to customize check data fields and add associated financial data to each remittance. RDM's solutions also provide access to an online archive of payments history for up to seven years.

iv) Branch Capture ("BC") – Driven by the increasing costs of processing paper checks and a desire to enhance customer service, a growing number of financial institutions are bringing image capture to the teller line. Financial institutions increasingly recognize the range of operational and customer service benefits provided by BC compared to widely used back-counter branch capture. But for financial institutions to optimize their investments in BC and to ensure that their branch channel strategy is a success, they must carefully choose the right scanners to fit their business needs. RDM's multifunctional family of check scanners provide a rich feature set which addresses the needs of BC applications.

Payment Processing Services

RDM initially developed its ITMS as a web-based image archival service for POS transactions for use by merchants and payment processors. Initially, ITMS was simply an Internet-based payment image archive retrieval system that merchants and payment processors could use to store and retrieve images of checks over the web without investing in capital equipment or additional support infrastructure. The system has evolved to be a distributed desktop application allowing users to process more complex check and remittance transactions. The system operates on a recurring revenue fee model with users paying a fee for every image captured as well as a monthly seat fee. The system is capable of accepting and storing images from RDM's family of scanners, as well as images from other manufacturers' image scanning devices.

In fiscal 2003, the Company expanded its ITMS solution to become a complete payments gateway that facilitates the conversion of paper checks to electronic deposits. ITMS is now a comprehensive check electronification platform that enables the capture, processing and routing of all check items electronically through the ACH, Check 21 and Image Exchange processing networks. For example, the combination of the EC7000i scanner and the ITMS WebClient can be used to enable merchants and any company or organization who accepts checks to electronically deposit checks from their office location eliminating the need to drive to the bank to physically make a deposit. ITMS is comprised of two distinct elements, the ITMS Host and ITMS front end clients.

In 2006, ITMS WebClient was launched. The ITMS WebClient is a browser-based processing platform. ITMS WebClient allows any computer with an internet browser to be used for ITMS services, removing the previous need to install an executable program on each personal computer used for ITMS services.

ITMS Host is a powerful web-centric administrative processing platform as well as an image archive for quick research and retrieval of check images over the Internet.

ITMS WebClient is a browser-based application that automates deposit preparation. It enables a user to digitally capture checks and associated remittance coupons as well as validate and securely transmit the data to the ITMS Host, the heart of the ITMS gateway.

In fiscal 2008, Simply Deposit was launched and is targeted at the small business market. Simply deposit is also a browser-based product. The ITMS service was enhanced to enable the Company to provide services directly to merchants.

Simply Deposit Mobile was developed in 2010 and launched in 2011 and is now fully integrated with our ITMS platform allowing the mobile user to realize all the benefits and functionality of our ITMS platform. Simply Deposit Mobile allows us to target businesses with a mobile workforce collecting payments in the field. Simply Deposit Mobile makes use of today's smartphone and tablet technology to enable check deposits from anywhere a wireless signal or broadband access is available. Simply Deposit Mobile extends RDC to the actual point of initial check receipt. Now mobile businesses can take advantage of the convenience and cost savings associated with RDC including reduced trips to the bank, later deposit cut-off times, quicker access to funds, faster deposit preparation, and enhanced security. Some of our financial institution customers have already launched mobile applications which integrate with our solution.

RDM has also developed a searchable check image storage database and transaction consolidation system that interfaces with RDM scanners and non-RDM scanners to store images captured by the scanners. While third-party database software to store images captured by document scanners is commercially available, such software has largely been designed for use by large bank and financial institution back-offices and is not appropriate and is generally too expensive to be used for POS applications. The Company has also developed other unique software and hardware products such as Optical Character Recognition software.

Digital Imaging and Quality Assurance Products

EC7000i, EC7500i, EC9000i Series and EC9600i Series Small Document Imagers

RDM has developed a family of competitive high read rate Magnetic Ink Character Recognition ("MICR") image capture scanners that can be used for the conversion of small documents such as paper checks into electronic images. RDM's current family of scanners consists of the EC7000i, EC7500i, EC9000i Series and the RDM Synergy II. In 2005 the Company introduced the EC7000i, a dual sided scanner based on the Company's early technology. The EC7000i enables Point of Sale ("POS") Electronic Check Conversion by capturing a check's MICR account for conversion to an electronic payment using the existing Automated Clearing House ("ACH") network. In addition, the EC7000i allows both the front and back of the check to be scanned – a key requirement of Check 21. The EC7500i was introduced in October of 2009. The EC7500i is a dual sided scanner based on the EC7000i that is cost reduced and eliminated functionality that is not required by all customers.

RDM's EC9000i series was released in fiscal 2011 and is a multipurpose check scanner that was specifically designed to provide more convenience than a single feed scanner but with a better value proposition than typical batch scanners. The EC9000i series scanner has auto feed capability that enables a user to place up to 15 checks into the hopper and the checks are automatically fed into the scanner without requiring user interaction. Processing single or multiple checks with an auto feed feature allows the end user to experience many of the conveniences of a batch scanner without the corresponding higher cost.

In fiscal 2014 the EC9000i series was updated to include versions capable of processing checks at higher speeds. The EC9000i check scanner series has speeds of up to 90 documents per minute and includes optional receipt printer. The series was developed to target financial institutions, financial service centers, small retailers, healthcare offices, property management companies and government entities.

In fiscal 2015 the Company released the EC9100i and EC9600i series of check scanners.

The EC9100i enables users to process any combination of checks and remittances along with ID capture and check defacement on a single peripheral device. The scanners' vertical feed transport virtually eliminates skewing and jamming. In addition, a built-in ID card imager enables high-resolution capture of identification cards such as driver's licenses. The EC9100i scanners can be customized to provide additional options including endorsement, receipt printing, integrated magnetic stripe reader (MSR) to capture card data, and OCR A&B font recognition. The series has been developed to meet the needs of a variety of businesses including financial institutions (teller counter and treasury), financial service centers, small retailers, health care offices, property management companies and government entities.

The new EC9600i® series IP-addressable network scanners offer secure, single-feed and small-batch scanning with the ease of one-touch installation. The EC9600i scanner is the first to address common risk and compliance concerns, offering greater security for teller capture and RDC. Since the device itself has a network address, users are able to detect where the point of capture for the scan occurred, not just at the work station level, but down to the specific scanner. The Company believes that the EC9600i series is one of the most secure scanners available in the marketplace.

MICR & Image Print Quality Control

RDM currently manufactures and distributes several different MICR and Image document printing quality control products and also licenses RDM's proprietary MICR reading algorithms to other MICR reading device manufacturers. RDM expertise and participation in national standards committees has resulted in the only products approved by the industry quality control as meeting the MICR and image legibility requirements of the ANSI standard (X9.7, X9.27 and X9 100-20), Check 21 in the U.S., CPA 006 in Canada and APACS in the U.K.

RDM offers a number of different products that are used in more than 40 countries to verify that MICR (E13B, CMC7 and Image Readiness) and Optical Character Recognition ("OCR") printing on checks meet bank standards. In 1987, RDM introduced the first in a family of MICR testers, the MICR Qualifier. This PC-based measurement system was designed for banks, check printers, engineering, and quality control staff. The MICR Qualifier became recognized in the financial document printing and processing industry as an accurate, versatile and easy-to-use analysis tool that could measure character signal level, format, spacing, dimension, peak disparity and waveform information. In 1995, the Company created the MICR Qualifier GT based on revisions to MICR ANSI X9.27 standards (for E13B) created by the ANSI Accredited Standards Committee, X9.AB. RDM's current generation of MICR tester is the MICR Qualifier GTX, a quality control workstation developed jointly with leading industry banks and check printers. In 2007, RDM again upgraded the quality control functionality of the MICR Qualifier GTX and the MICR Qualifier CMC7 software and added French language support. 2008 saw more software enhancements to benefit check printers who wanted better Quality control processes and improved reporting. The software was also made available to work with RDM's MICR Verifier MH product (MHX software).

RDM's MICR Verifier MH (Moving Head) printing quality control device was introduced by RDM in 1998. This product accommodates the reading of MICR line information printed anywhere on an 8.5" by 11" or 8.5" x 14" sheet of paper, ideal for cut sheet check applications. With the addition of the (MHX software) this product has become a valuable tool for improving quality control in check printing environments.

In 2004, the In-Line MICR Verifier® ("ILV") was introduced to join RDM's suite of Quality Control products for financial document printers. Check printers now do not have to break the print web, and they can achieve significant savings by eliminating: (i) the need to disrupt printing to replace the web after each test; (ii) the re-integration of test checks into the print streams and; (iii) the security concerns associated with client documents going astray or being misplaced.

RDM's Image Qualifier, a system for testing a document's graphic design, was first released by the Company in 1992 in response to the trend towards image capture of checks and other machine processed documents. The Image Qualifier is a PC-based, optical print quality control measurement system which is used to measure reflectance, print contrast, and dimensional characteristics within key recognition areas of image documents. The Image Qualifier X97, a colour scanner-based product, was developed by RDM in 1997, and constantly updated in conjunction with the latest revision of the ANSI standard (X9.7). It also has the ability to test OCR OCR-A, OCR-B and E13B machine-readable characters against industry standards (ISOs 1831 and ANSI standard X3.99). A new release in 2008 saw productivity and reporting enhancement and the addition of a unique software add-on called the Image Design Verification (“IDV”)

The IDV software provides the ability to test check background designs before they are committed to a paper document. This is an invaluable tool for check printers because they can now be very creative and meet their customer’s requirements for custom check designs and test the checks for image readiness at the design stage. Testing check designs at the design phase saves the high costs of printer setup, testing and repeating these steps until the check designs pass.

The Company's QCX solution was released in 2011. The RDM QCX solution has combined magnetic and imaging technology to create a check tester that simultaneously analyzes, tests and reports on the quality of MICR characters optically and magnetically. The QCX takes the guesswork and subjectivity away from document testing and analysis. With minimal training, check printers and banks who adopt the QCX solution can be confident that they are all getting the same pass/fail results when testing MICR and Image documents.

CUSTOMERS AND DISTRIBUTION

Customers for the Company’s document scanners and ITMS, include U.S.-based banks, check guarantee companies, payment processors, government agencies, distributors for POS hardware, bill payment hardware vendors and independent sales organizations.

Customers for the Company’s Quality Assurance products are U.S.-based and international check printing companies as well as financial institutions.

The primary distribution channel for transaction processing is through financial institutions. These financial institutions provide the services to their customers. Digital Imaging products are sold through the same financial institutions and other resellers. Our distribution channels also include Independent Sales Organizations (“ISOs”) and some direct sales to merchants.

SALES AND MARKETING

Sales

Sales of Digital Imaging hardware products and Payment Processing Services which includes ITMS, are made by the Company’s direct sales force. Document scanner sales are typically transacted either directly with financial institutions or through value-added resellers such as payment processors or equipment distributors and independent sales organizations who resell the Company’s products to end users such as retailers.

RDM’s Quality Assurance products are sold internationally through the Company’s direct sales force and through distributors. The Company's sales team employs experienced solution-selling salespersons and technical support personnel who support both direct and indirect sales within assigned segments.

Marketing

The Company’s marketing initiatives for its Digital Imaging products and Payment Processing services have been concentrated on creating awareness among the key industry enablers, including financial institutions, payment processors, members of the U.S. National Automated Clearing House Association (“NACHA”), check verification and guarantee companies, POS equipment distributors and independent sales organizations. Activities have included attendance and presentations at trade shows, conferences, print and electronic advertising, sales calls and joint public relation announcements with key customers, including case studies and white papers.

Marketing initiatives for the Company’s Quality Assurance products have been largely focused on generating inbound customer interest through attendance at conferences and trade shows, the corporate web site, publication in trade journals, and committee work with accredited standard setting bodies such as ANSI. The Company has recently completed a rebranding project whereby its marketing materials, including corporate website, sales collateral, online advertising and tradeshow properties, have been given a cleaner and more modern appearance.

PRODUCTION

RDM’s EC7000i, EC7500i, EC9000i series including EC9100i and EC9600i family of check reading and imaging products are assembled at RDM’s facilities in Waterloo, Ontario.

RDM’s production line functions are limited to final assembly, calibration, testing and packaging. Circuit board production and other component parts are sourced externally from a variety of suppliers. The development and maintenance of test procedures, test fixtures, incoming parts inspection procedures and quality testing programs is the responsibility of RDM’s production team in conjunction with RDM’s engineering department. RDM regularly reviews its supplier arrangements to ensure optimal pricing and quality for component parts and to reduce risk associated with dependence on sole source suppliers.

All of RDM’s Quality Assurance products are assembled and tested by RDM’s skilled technicians at RDM’s production facility in Waterloo, Ontario. Component production for these products is outsourced to a variety of suppliers.

RESEARCH AND DEVELOPMENT

The Company believes that its future success depends in large part on its ability (i) to maintain and enhance its current product lines and; (ii) develop and introduce new products to the market (iii) to enhance its market positioning through the deployment of emerging technologies. RDM’s development team is comprised of software, system architecture, mechanical and electrical engineers who are specialists in imaging, optics, recognition technology, document handling, image processing and document authentication. Software development and electronic and mechanical design is done in-house. The Company continuously invests substantial resources to develop new products and to enhance its existing products. Management believes that such expenditures are critical to the success of the Company.

INTELLECTUAL PROPERTY AND OTHER PROPRIETARY RIGHTS

Currently, the payment processing industry is characterized by rapid technological change, and therefore, the Company believes that factors such as the technological and creative skills of its personnel, new product developments, frequent product enhancements, name and brand recognition and reliable product maintenance are at least as important to establishing and maintaining a market leadership position as are the various legal measures available to protect its technology.

The Company relies primarily upon a combination of patents, copyright and trade secret laws and license agreements to establish and protect proprietary rights in its products and technology and each year strives to increase the number of RDM technologies covered by patent protection. The Company currently has patents issued in the U.S. and Canada relating to its MICR print quality control technology, has a number of patents issued and pending in the U.S. relating to its Digital Imaging technology and has a number of patents related to Payment Processing Services. The source codes and algorithms for the Company's products and technology are protected both as trade secrets and as unpublished copyrighted works. It may be possible for a third party to copy or otherwise obtain and use the Company's products or technology without authorization or to develop similar technology independently. In addition, effective patent, copyright and trade secret protection may be unavailable or limited in certain foreign countries.

The Company has 19 issued or allowed patents in the U.S. and 2 issued or allowed patents in Canada as of September 30, 2016. These are broken down as follows:

i) Digital Imaging Products: 2 U.S., 1 Canada

ii) Quality Assurance Products: 6 U.S., 1 Canada

iii) Payment Processing Services: 11 U.S., 0 Canada

The Company has 5 patent applications pending in the U.S. as of September 30, 2016 (0 in Digital imaging Products, 0 in Quality Assurance Products, 5 in Payment Processing Services).

The Company has 3 patent applications pending in Canada and other countries as of September 30, 2016 (0 in Digital imaging Products, 0 in Quality Assurance Products, 3 in Payment Processing Services).

The Company has 12 registered trademarks in the U.S. (4 in the Payment Processing Services field, 5 in the Digital Imaging Products field) and 3 general.

The Company has 19 registered trademarks in Canada (10 in the Payment Processing Services field, 5 in the Digital Imaging Products field, 1 in the Quality Assurance field,) and 3 general.

The Company has 1 trademark Payment Processing Services application pending in the U.S.

EMPLOYEES

The current level of full time employees (including contractors) is 101 and consists of 94 salaried employees and 7 hourly employees. Of the 101 employees, 17 are engaged in sales and marketing, 11 are in manufacturing, 20 are in customer service and support, 40 are in research and development and 13 are in administration and finance. No employees are parties to or covered by any collective bargaining agreements. The Company believes that its relationship with its employees is excellent.

RISK FACTORS

The Company operates in a highly competitive technological market and faces a number of risks and uncertainties associated with its operations which are described under the heading “Risk and Uncertainties” in the Company’s 2016 Management Discussion & Analysis of Operating Results and Financial Condition for its fiscal year ended September 30, 2016, which is incorporated herein by reference.

DESCRIPTION OF CAPITAL STRUCTURE

The Company's share capital consists of common shares and preferred shares, each of which has an unlimited authorized number available for issuance.

COMMON SHARES

Voting

Each common share entitles its holder to receive notice of and to attend all general and special meetings of shareholders, other than meetings at which only the holders of a particular class or series are entitled to vote. Each common share entitles its holder to one vote.

Dividends

The holders of common shares are, at the discretion of the Board of Directors of the Company, entitled to receive, out of any or all profits or surplus of the Company properly available for the payment of dividends, any dividends declared by the Board of Directors of the Company and payable by the Company on the common shares.

Dissolution

The holders of common shares are entitled to share rateably in any distribution of the assets of the Company upon the liquidation, dissolution or winding-up or other distribution of the Company's assets among the Company's shareholders for the purpose of winding-up.

Preferred Shares

The holders of preferred shares are, at the discretion of the board of directors of the Company, entitled to receive, out of any or all profits or surplus of the Company properly available for the payment of dividends, any dividends declared by the Board of Directors of the Company and payable by the Company on the preferred shares. The preferred shares rank equal to the common shares with respect to return of capital on liquidation, dissolution or winding-up or other distribution of the Company's assets among the Company's shareholders for the purpose of winding-up. Except with respect to matters as to which the holders of preferred shares are entitled by law to vote as a class, the holders of preferred shares are not entitled to vote at meetings of shareholders. No preferred shares are currently outstanding.

Normal Course Issuer Bid

The Company's Normal Course Issuer Bid ("NCIB") expires on January 17, 2017. The Company did not purchase any of its common shares in fiscal 2016.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF OPERATING RESULTS AND FINANCIAL CONDITION

The information that appears in "Management's Discussion and Analysis of Operating Results and Financial Condition for the fiscal year ended September 30, 2016" as filed on www.sedar.com, is incorporated herein by reference.

MARKET FOR SECURITIES AND RELATED SECURITY HOLDER MATTERS

The Company is authorized to issue an unlimited number of common shares, without par value, for unlimited consideration. The common shares are not redeemable or convertible. Each common share carries the right to receive notice of and one vote at a meeting of shareholders; the right to participate in any distribution of the assets of the Company on liquidation, dissolution or winding up; and the right to receive dividends if, as and when declared by the Board of Directors. As of September 30, 2016 there were 22,603,726 common shares outstanding. In addition, the Company has outstanding 1,423,500 stock options each of which is exercisable into one common share. The common shares are listed on the Toronto Stock Exchange ("TSX") under the symbol "RC". The number of outstanding stock options includes 375,000 pursuant to an exemption under Section 613(c) of the Toronto Stock Exchange Company Manual.

	Common Shares – TSX	
Month	**Price Range (CDN $)**	**Volume**
October 2016	$4.30 - $4.51	300,700
September 2016	$4.20 - $4.53	1,343,700
August 2016	$4.35 - $4.57	352,000
July 2016	$4.26 - $4.58	421,400
June 2016	$4.15 - $4.67	633,100
May 2016	$4.00 - $4.18	685,800
April 2016	$4.00 - $4.75	727,400
March 2016	$4.10 - $4.37	631,100
February 2016	$4.01 - $4.35	600,800
January 2016	$3.65 - $4.11	636,700
December 2015	$3.85 - $4.10	429,900
November 2015	$3.68 - $4.28	711,600
October 2015	$3.96 - $4.38	756,800

DIVIDEND POLICY

On January 30, 2014 the Board of Directors of the Company adopted a policy to pay non-cumulative quarterly dividends to holders of its common shares. In accordance with the adoption of the Company's new dividend policy, on the same day the Board of Directors determined that the Company would pay an annual dividend of $0.04 per common share which would be declared and payable quarterly. Quarterly dividends of $0.01 per share were paid on March 6, June 5, September 5 and December 18, 2014, to shareholders of record on February 20, May 22, August 22 and December 4, 2014.

On January 28, 2015 the Board of Directors increased the annual dividend to $0.06 per common share which would be declared and payable quarterly. Quarterly dividends of $0.015 per share were paid on March 5, June 8, and September 9, 2015, to shareholders of record on February 19, May 25, 2015 and August 21, 2015. A quarterly dividend of $0.015 per share is due to be paid on December 18, 2015 to shareholders of record on December 4, 2015.

On January 27, 2016 the Board of Directors increased the annual dividend to $0.08 per common share which would be declared and payable quarterly. Quarterly dividends of $0.02 per share were paid on March 3, June 6, and September 7, 2016, to shareholders of record on February 19, May 23, 2015 and August 19, 2016. A quarterly dividend of $0.02 per share is due to be paid on December 16, 2016 to shareholders of record on December 2, 2016.

The potential for the Company to pay dividends is reviewed by the Board of Directors from time to time in light of the Company's earnings and financial requirements, covenant restrictions and other prevailing conditions. There are currently no restrictions which prevent the Company from paying dividends.

DIRECTORS AND OFFICERS

As of the date of this Annual Information Form, the names and municipalities of residence of the directors, officers, and senior management of the Company, the offices held by them with the Company, their principal occupations during the five preceding years and the period each director has served as a director are set out below:

DIRECTORS

Name and Municipality Of Residence	Position with the Company / Period Served as a Director	Principal Occupation	Number of Common Shares Beneficially Owned
Jean Noelting[(2)(3)] Toronto, Ontario	Director since January 2003 Chairman since March 2012	President of Crescera Management Limited, a private consulting and investment company (August 2002 to present).	420,000
Henry N. Dreifus[(1)] Florida, U.S.	Director since March 2015	Chief Executive Officer, President and Managing Director of Dreifus Associates Limited (DAL), a card technology and systems development and integration organization (June 1991to present).	14,000
Brad Favreau[(1)] New York, New York	Director since March 2015	Director at Engine Capital Management, a value-oriented investment partnership (2013 – present). Member of the Board of Directors and Chair of the Compensation Committee of MYR Group Inc. (April 2016 – present).	5,000
Randy Fowlie Waterloo, Ontario	President and Chief Executive Officer of the Company since March 2011; Director since September 2010	President and Chief Executive Officer of the Company (March 2011 to present); Interim President and Chief Executive Officer of the Company (December 2010 to March 2011); Independent Consultant (July 2006 to December 2010); Vice President and General Manager, Digital Media, of Harris Corporation, formerly Leitch Technology	415,900

Name and Municipality Of Residence	Position with the Company / Period Served as a Director	Principal Occupation	Number of Common Shares Beneficially Owned
		Corporation (January 2005 to July 2006).	
Joseph Lee Matheson[3] Toronto, Ontario	Director since April 2011	Managing Director of Broadview Capital Management (2008 to present); Analyst with KJ Harrison and Partners (December 2006 to October 2008).	469,500[4] 14,800[5] 6,500[6]
Scott Pagan[2] Cambridge, Ontario	Director since March 2013	President and Chief Operating Officer of the Descartes Systems Group Inc. (November 2013 – present); Chief Corporate Officer and Corporate Secretary at the Descartes Systems Group Inc. (June 2011 to November 2013); EVP Corporate Development (July 2007 to June 2011).	3,500
David J. Roberts[2] Vancouver, British Columbia	Director since March 2015	Chief Investment Officer of Pender Financial Group Corporation (2008 – present). Chairman of ActiveState Software Inc. (2006 - present),), Member of the Board of Directors of Redline Communications Group Inc. (March 2016 – present), Chairman of BasicGov Systems, Inc. (2008 – May 2015), President & CEO and director of Santa Rosa Resources Corp.(2012 – July 2015), and a director of Pender Growth Fund (VCC) Inc. (2003 – May 2015)	10,000
Keith Wettlaufer [1] North York, Ontario	Director since March 2013	President of 1779319 Ont. Inc., a private consulting company (2009 to present); Advisory Board member for Kensington Capital Advisors Inc.(2008 to present); advisor and member of the Board of Directors of CGL Manufacturing Inc. (2013 to present); Member of Board of Directors of EnerMotion Inc. (2012 to present); Member of the Board of Directors and Chair of the Audit Committee of Canadian Nuclear Laboratories (Sep 2015 – Present); Member of the Board of Directors of Armtec Infrastructure Inc. (June 2014 to April 2015)	27,500

Notes:
(1) Member of the Audit Committee.
(2) Member of the Human Resources and Compensation Committee.
(3) Member of the Governance and Nominating Committee.
(4) Shares are owned by Broadview Dark Horse Limited Partnership (“BD”). Broadview Capital Management, of which Lee Matheson is Co-Managing Director, manages BD.
(5) Shares are owned by IGP Tactical Alpha Fund L.P., of which Lee Matheson is Co-Managing Director.
(6) Beneficially owned.

Mandate of the Board

The Company’s Board of Directors assumes responsibility for the stewardship of the Company. The Board adopted a formal mandate on December 8, 2011 as amended on November 16, 2016. The duties that the Board carries out include: (1) review of and contribution to management’s strategic plans; (2) identification of key business and operating risks and ensuring proper structures are in place to manage those risks; (3) review the Company’s approach to human resources management and executive compensation; (4) involvement in the appointment and monitoring of senior management; (5) overseeing of the Company’s disclosure policy and (6) reviewing the Company’s internal control and management information systems.

A copy of the Board Mandate is attached to the Annual Information Form as Appendix D.

OFFICERS AND SENIOR MANAGEMENT

Name	Position with Company	
Randy Fowlie Waterloo, Ontario	President and Chief Executive Officer	See above
Mark Leonard Ancaster, Ontario	Vice-President of Development	(August 2014 to present) Senior Director, Application Platform, BlackBerry Ltd. (2010-2014); AVP Engineering, Sandvine Inc. (2006 to 2010).
Rui Malhinha Carlisle, Ontario	Chief Financial Officer	(July 2011 to present); CFO for Intelligent Mechatronic Systems Inc. (2005-2010); CFO and VP Finance for Rand A Technology Corporation (1998 to 2004).
Harry Rose Jackson, New Jersey	Vice-President of Sales	(July 2011 to present); Vice-President of Sales, iGate Technologies (2010-2011) and Senior Director of Sales, Symcor, Inc. (2006-2010).

To the knowledge of the Company, the Directors and Senior Officers of the Company, as a group, beneficially own or control or direct, directly or indirectly, approximately 6.9% of the outstanding Common Shares of the Company as of September 30, 2016.

Corporate Cease Trade Orders and Bankruptcies

No director or officer of the Corporation is or within the last 10 years has been a director or officer of any issuer who was subject to a cease trade order under Canadian securities laws.

Mr. Fowlie was a Director of Meikle Group Inc., a private company, from June 2009 to April 2010. Subsequent to Mr. Fowlie's resignation, as part of a restructuring, creditors appointed a receiver to sell the business assets and transfer employees of Meikle Group, as a going concern, to a newly financed company.

Mr. Wettlaufer was a Director of Armtec Infrastructure Inc. (the "Company") from June 2014 to April 2015. Subsequently on June 1st, 2015, pursuant to a sale and investment process, the Company completed a definitive asset purchase agreement whereby substantially all of the assets of Armtec Operating LP were sold to an affiliate of Brookfield Capital Partners LLP. The Company also made application to the Ontario Superior Court of Justice pursuant to the Companies Creditors Arrangement Act in order to permit the company to seek approval of the sale transaction.

COMMITTEE INFORMATION

Audit Committee

The Audit Committee oversees the quality and integrity of the Corporation's interim and annual consolidated financial statements; involves management and outside auditors in assessing the Corporation's financial reporting procedures and its internal control systems; reviews the scope of examinations by independent auditors; and meets with management and independently with the auditors to review audit findings and recommendations. A copy of the Audit Committee's Charter is attached to the Annual Information Form as "Appendix A".

The Audit Committee is composed of Mr. Wettlaufer (Chair), Mr. Dreifus and Mr. Favreau. The committee met formally 4 times during the fiscal year ended September 30, 2016 all of which were fully attended.

All members of the Company's Audit Committee meet the "independence" test under National Instrument 52-110 - Audit Committees in that their director's fees are the only compensation they, or their firms, receive from the Company and that they do not have a "material relationship" with the Company. Each member of the Audit Committee is also "financially literate" within the meaning of National Instrument 52-110.

Pre-Approval Policies and Procedures

Management of the Company maintains a policy, approved by the Audit Committee, for the engagement of the Company's auditors for any non-audit related services. The objective of the policy is to ensure the auditors' objectivity is not compromised. It sets out the rules to be followed when engaging the Company's auditors for any non-audit related engagement.

Auditor Service Fees

The breakdown of fees incurred for services provided by KPMG LLP during the two (2) preceding fiscal years is as follows:

	FY 2016	FY 2015
Audit Fees	$ 76,500	$ 75,000
Audit Related Fees	$ 5,000	$ 5,300
Tax Fees(1)	$ 26,000	$ 29,000
All Other Fees	$ 13,000	$ -

(1) Tax fees relate to filing of the Company's statutory tax returns as well as various tax planning matters.

Relevant Educational Experience

Set out below is a description of the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member.

Keith Wettlaufer: Mr. Wettlaufer retired after 7 years as CFO and EVP Commercial services of Bruce Power L.P. where he was responsible for finance, power marketing, supply chain, IT and Business Planning. He was the management lead for the Bruce Power's board's Audit and Pension Committees. During his career, he has been CFO of two publically traded companies (Linamar and InterTan). Mr. Wettlaufer is a Chartered Professional Accountant. He is a graduate of Wilfrid Laurier University with an undergraduate degree in Economics and a Diploma in Accounting.

Henry N. Dreifus: Mr. Dreifus is a Founder of Dreifus Associates Limited (DAL) and serves as its Chief Executive Officer, President and Managing Director (June, 1991). He is a Founding Director of the Smart Card Industry Association. He also served on the boards of Viewzi Inc. a visual search engine company, TelaDoc, Inc., a national tele-HealthCare provider in the US, and the Defense Business Board of the United States Department of Defense. Mr. Dreifus previously served as a Director of Empire Financial Holding Co. and served as a Director of Micromem Technologies Inc. He has served as a US delegate to the International Standards Organization (ISO) and the American National Standards Institute (ANSI) developing worldwide standards for the Smart Card. Mr. Dreifus holds a key U.S. patent on Smart Card technology and portable electronic transaction technology. A graduate of the University of Pennsylvania, Mr. Dreifus received a Master's degree in Business Administration from Washington University, St. Louis.

Brad Favreau: Mr. Favreau currently serves as Director at Engine Capital Management, a value-oriented investment partnership (2013 – present). Mr. Favreau is responsible for identifying, analyzing and monitoring investment opportunities for Engine Capital. Before joining Engine Capital Management, Mr. Favreau worked at Apax Partners, an international private equity investment group, where his responsibilities included analyzing new investment opportunities and monitoring the operations of portfolio companies. Prior to Apax Partners, Mr. Favreau worked at UBS Investment Bank where he focused on mergers and acquisitions. Mr. Favreau received an MBA from Columbia Business School and graduated with honours from the Kelley School of Business at Indiana University.

Governance and Nominating Committee

On April 29, 2011 the Board of Directors established a separate Governance and Nominating Committee ("GC") composed of Mr. Matheson (Chair) and Mr. Noelting. Prior to that, the Audit Committee performed the functions of the Governance and Nominating Committee. The committee met formally 1 time during the fiscal year ended September 30, 2016 which was fully attended.

The GC was established by the Board for the purpose of: (1) identifying individuals qualified to become members of the Board and recommending to the Board nominees for election as directors at the next annual meeting of shareholders; (2) proposing to the Board and reviewing corporate governance policies; (3) proposing to the Board for adoption a corporate Code of Integrity conduct and ethics applicable to all directors, officers and employees (a "Code of Integrity and Ethical Practice" and (4) monitoring compliance with and periodically reviewing the Code of Integrity Conduct and Ethics.

A copy of the Governance and Nominating Committee Charter is attached to the Annual Information Form as Appendix B.

Human Resources and Compensation Committee

The Human Resources and Compensation Committee (the "Committee" or "HRCC") of RDM has been established by the Board for the purposes of (1) reviewing and approving the compensation of the CEO and the other executive officers of RDM, (2) establishing the compensation of the directors of RDM, (3) reviewing and making recommendations to the Board with respect to incentive and retirement plans and with respect to any other compensation matters that require approval of the Board; (4) working with management to develop succession plans for key executives and (5) complying with applicable regulations and disclosure requirements. The Committee reviews all forms of compensation including base salary, short-term incentive awards, long-term awards (stock options), perquisites, termination, change of control and retirement benefits. The HRCC is composed of Mr. Pagan (Chair), Mr. Noelting and Mr. Roberts. The committee met formally 4 times during the fiscal year ended September 30, 2016 all of which were fully attended.

A copy of the Human Resource and Compensation Committee Charter is attached to the Annual Information Form as Appendix C.

TRANSFER AGENT AND REGISTRAR

The Company's transfer agent and registrar is CST Trust Company, and may be contacted at 320 Bay Street, Basement Level (B1 Level), Toronto, Ontario M5H 4A6. General Shareholder Inquiries by Toll-Free Phone Number 1-800-387-0825, outside Canada and the U.S. 416-682-3860 or email inquiries@canstockta.com.

ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, options to purchase securities and interest of insiders in material transactions, where applicable, is contained in the Company's information circular for its most recent annual meeting of shareholders which involved the election of directors. Additional financial information is provided in the Company's annual report for the twelve-month period ended September 30, 2016. A copy of such documents may be obtained upon request from the Chief Financial Officer of the Company.

APPENDIX A

RDM Corporation
(the "Company")

AUDIT COMMITTEE CHARTER

As amended by the Board of Directors on November 16th, 2016

I. Audit Committee Purpose

The Audit Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities. The Audit Committee's primary duties and responsibilities are to:

1. Monitor the integrity of the Company's financial reporting process, disclosure and systems of internal controls regarding finance, accounting, and legal compliance.
2. Monitor the independence and performance of the Company's independent auditors.
3. Provide an avenue of communication among the independent auditors, Management, and the Board of Directors.
4. The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent auditors as well as anyone in the organization. The Audit Committee has the ability to retain, at the Company's expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties.

II. Audit Committee Composition and Meetings

The Audit Committee shall meet the requirements of the Business Corporations Act and the Toronto Stock Exchange and National Instrument 52-110 – Audit Committees. The Audit Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be independent non-executive directors, free from any relationship that would interfere with the exercise of his or her independent judgment. All members of the Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements, and at least one member of the Committee shall have accounting or related financial management expertise.

Audit Committee members and the Chair shall be appointed by the Board annually at the meeting of the Board of Directors immediately following the annual general meeting. The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Audit Committee Chair shall prepare and/or approve an agenda in advance of each meeting. The Committee should meet privately in executive session at least annually with management, the independent auditors, and as a committee to discuss any matters that the Committee or each of these groups believe should be discussed. In addition, the Committee shall review and approve for release the quarterly financial results and related documents prior to the filing of distribution.

III. Audit Committee Responsibilities and Duties

Review Procedures

1. Review and reassess the adequacy of this Charter at least annually and submit the charter to the Board of Directors for approval.
2. Review the Company's annual audited financial statements and MD&A prior to filing or distribution. Review should include discussion with Management and independent auditors of significant issues regarding accounting principles, practices, and judgments.
3. In consultation with the Management and the independent auditors, consider the integrity of the Company's financial reporting processes and controls. Discuss significant financial risk exposures and the steps Management has taken to monitor, control, and report such exposures. Review significant findings prepared by the independent auditors together with Management's responses.
4. Review the Company's quarterly financial statements and MD&A prior to the release of earnings and/or the Company's quarterly financial statements prior to filing or distribution. Discuss any significant changes to the Company's accounting principles and any items required to be communicated by the independent auditors.
5. Resolve any disagreements between Management and the independent auditors regarding financial reporting matters.

6. Review all earnings press releases and any non-earnings release that might include information extracted or derived from the Company's financial statements as well as any public disclosure of financial information extracted or derived from the Company's financial statements.

7. Review all disclosure documents including new releases, investor presentations and other public disclosures.

Independent Auditors

1. The independent auditors are ultimately accountable to the Audit Committee and the Board of Directors. The Audit Committee shall review the independence and performance of the auditors and annually recommend to the Board of Directors the appointment of the independent auditors or approve any discharge of auditors when circumstances warrant. The Audit Committee is directly responsible for overseeing the work of the external auditor, including the resolution of disclosure of financial information extracted from the Company's financial statements.

2. Approve the compensation of the independent auditors; and pre-approve all non-audit services, excluding tax compliance engagements to be performed by the independent auditors' firm, in accordance with the Company's Pre-Approval Policy.

3. Review and discuss annually with the independent auditors all significant relationships they have with the Company that could impair the auditors' independence.

4. Review the independent auditors audit plan – discuss scope, staffing, locations, reliance upon Management and general audit approach.

5. Prior to releasing the year-end earnings, discuss the results of the audit with the independent auditors.

6. Consider the independent auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

7. On at least an annual basis, review with the Company's counsel, any legal matters that could have a significant impact on the organization's financial statements, the Company's compliance with applicable laws and regulations, and inquiries received from regulators or governmental agencies.

8. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of present and former external auditors of the Company.

Other Audit Committee Responsibilities

1. Perform any other activities consistent with this Charter, the Company's by-laws, NI 52-110 and governing law, as the Committee or the Board deems necessary or appropriate.

2. Maintain minutes of meetings and periodically report to the Board of Directors on significant results of the foregoing activities.

3. Establish, review, and update periodically a Code of Ethical Conduct and ensure that Management has established a system to enforce this Code.

4. Periodically perform self-assessment of Audit Committee performance.

5. Review financial and accounting personnel succession planning within the Company.

6. Annually review policies and procedures as well as audit results associated with Directors' and Officers' expense accounts and perquisites. Annually review a summary of Director and Officers' related party transactions and potential conflicts of interest.

7. Investigate complaints received by the Company regarding accounting, internal accounting controls, or auditing matters.

8. Establish procedures for the confidential, anonymous submission by employees of the Company regarding questionable accounting or auditing matters.

APPENDIX B

RDM Corporation
(the "Company")

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

As amended by the Board of the Directors
on November 16th, 2016

PURPOSE AND SCOPE

The primary function of the Committee is to assist the Board of Directors (the "Board") of the Company in fulfilling its responsibilities by: (i) identifying individuals qualified to become members of the Board and recommending to the Board nominees for election as directors at the next annual meeting of shareholders, (ii) establishing and reviewing corporate governance policies, (iii) adopting a corporate Code of Integrity conduct and ethics applicable to all directors, officers and employees (a "Code of Integrity and Ethical Practice"), and (iv) monitoring compliance with and periodically reviewing the Code of Integrity Conduct and Ethics.

COMPOSITION AND MEETINGS

1. The Committee shall be comprised of a minimum of two directors as appointed by the Board, each of whom shall meet any independence requirements of National Policy 58-201 – *Corporate Governance Guidelines of Canadian Securities Administrators*, any exchange upon which securities of the Company are traded, or any governmental or regulatory body exercising authority over the Company (each a "Regulatory Body"), and each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. A majority of the members of the Committee shall constitute a quorum at any meeting of the Committee, but in no case shall a quorum be comprised of less than two (2) members of the Committee, and the action of a majority of those present (or all members if only two members form the Committee), after determining a quorum, shall be the act of the Committee.

2. The members of the Committee shall be appointed by the Board at the meeting of the Board of Directors following each annual meeting of shareholders and shall serve until their successors shall be duly appointed and qualified or until their earlier, death, resignation or removal. The Board may fill a vacancy in the membership of the Committee and remove a member at any time for any reason. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. In the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members. The Board shall annually review the Committee's performance.

3. The Committee shall meet as necessary, but at least twice each year, to enable it to fulfill its responsibilities and duties as set forth herein. The Chairman of the Committee may from time to time invite employees or officers of the Company or others to attend Committee meetings and provide pertinent information as the Committee may request on the issues being considered. The Committee shall hold executive sessions without management present at each Committee meeting[i].

4. Meetings may be called by the Chair of the Committee or at the request of any member of the Committee or any member of the Board.

5. The Committee shall report its actions to the members of the Board and the Secretary of the Company and keep written minutes of its meetings which shall be recorded and filed with the books and records of the Company. Minutes of each meeting will be made available to the members of the Board and the Secretary of the Company.
6. The Committee may delegate its authority to subcommittees as it deems appropriate.

7. Ordinarily, meetings of the Committee should be convened with no less than five (5) days notice having been given. In exceptional circumstances the requirement for notice can be waived subject to the formal consent of no less than the number of Committee members that constitutes a quorum of the Committee or instruction by a resolution of the Company's Board of Directors.

RESPONSIBILITIES AND DUTIES

Subject to the powers and duties of the Board, the Board has delegated the following powers and duties to be

[i] Cited as a best practice by the Canadian Coalition of Good Governance ("CCGG") in its "2010 Building High Performance Boards".

performed by the Committee on behalf of and for the Board:

Board Composition and Nominations.

1. Reviewing and assessing the adequacy of this Charter periodically as conditions dictate, but at least annually (and recommending changes to the Board for its approval, if and when appropriate).

2. Reviewing annually the charters of the Board of Directors and its other Committees, together with the position descriptions of the Chair of the Board, the Chief Executive Officer and each of the Committee Chairs, and recommending to the Board such amendments to those charters as the Committee believes are necessary or desirable.

3. Making recommendations to the Board establishing policies and procedures for (i) identifying and selecting potential nominees for the Board of Directors, and (ii) considering all nominees to the Board including those recommended by shareholders. The Committee shall adopt procedures for the submission of recommendations by shareholders as it deems appropriate.

4. Recommending to the Board (i) nominees for election as directors of the Company, and (ii) nominees to fill vacancies on the Board or to increase the size of the Board as may be approved by the Board in accordance with applicable law and requirements of Regulatory Bodies, in each case in accordance with the criteria set forth in the Charter Governing Director Nominations as adopted by this Committee and as attached hereto as Appendix “A”.

5. Making a recommendation to the Board with respect to the appointment of a Chair.

6. Making recommendations to the Board with respect to policies establishing criteria for Board membership and retirement there from, it being understood that subject to election at each annual general meeting, the nominal appointment to the Board of any director will be for a period of one year.

7. Determining annually which members of the Board of Directors the Committee considers to be unrelated and independent Directors, and recommending such determination to the Board along with the analysis by the Committee of the principles supporting that determination.

Establishment and Review of Corporate Governance Policies.

1. Reviewing and assessing the adequacy of the Code of Integrity Conduct and Ethics periodically, but at least annually. The Committee shall recommend any amendments to the Code of Integrity Conduct and Ethics to the Board for approval. The Code of Integrity Conduct and Ethics at a minimum shall (i) comply with any requirements established by any Regulatory Body or any other applicable statute, rule or regulation that the Committee deems relevant, (ii) address conflicts of interest, full and fair disclosure and compliance with laws, (iii) encourage the reporting of any illegal or unethical behavior and expressly prohibit retaliation of any kind for any such reports or complaints, (iv) provide clear and objective standards for compliance with the Code of Integrity Conduct and Ethics and a fair process by which to determine violations thereof, and (v) contain an enforcement mechanism.

2. Collaborating with the Company’s officers and legal counsel to disclose publicly any amendments to the Code of Integrity Conduct and Ethics required to be disclosed by any Regulatory Body.

3. At least annually, (a) review the corporate governance trends and best practices applicable to the Company, (b) review the adequacy and effectiveness of the Board’s governance policies, practices and procedures, and (c) following the review in (a) and (b), recommend to the Board, as appropriate, new corporate governance policies, practices and procedures.

4. Collaborating with the Company’s officers and legal counsel and the Audit Committee of the Board to establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding violations of or non-compliance with the Code of Integrity Conduct and Ethics; (b) the confidential, anonymous submission by employees of the Company of complaints regarding any such violations or non-compliance; and (c) the submission to the Audit Committee of any such complaints regarding accounting, internal accounting controls, or auditing matters.

5. Preparing and recommending to the Board annually a Statement of Corporate Governance Practices to be included in the Company’s annual report or management proxy circular.

6. Recommending procedures to permit the Board and its Committees to function independently of management of the Company, including procedures to permit the Board and its Committees to meet on a regular basis without management present.

7. Monitoring and ensuring the adequacy of the orientation and continuing education program for members of the Board.

8. Ensuring that the Company has an acceptable policy for communications by the Company with its shareholders, the investment community, the media, governments and their agencies, employees and the general public.

9. Periodically reviewing of charitable donations and political contributions by the Company.

10. The Committee will establish the compensation to be paid to the directors of RDM, including any equity or incentive based payments. In doing so, the Committee will consider the following:
    - The time commitment associated with being a director of RDM, including, as applicable and committee (and committee Chair) work;
    - The responsibilities and risks associated with being a director of RDM;
    - Compensation paid to directors by companies similar to RDM; and
    - Any other factors the Committee considers relevant.

Oversight of the Evaluation of the Board and Executive Officers.

1. At lease annually, reviewing and evaluating and determining an appropriate response, including but not limited to reporting any violation of law to any appropriate Regulatory Body, to credible evidence indicating violation(s) of or non-compliance with (a) the Code of Integrity Conduct and Ethics by directors or executive officers of the Company (other than such matters regarding accounting, internal accounting controls, or auditing matters which shall be addressed by the Audit Committee), (b) the articles or by-laws of the Company, or (c) the charters of the Board or any committee of the Board.

2. Assessing, at least annually, the current composition, organization and effectiveness of the Board as a whole and the Committees of the Board (being the Audit, Compensation, and Corporate Governance and Nominating Committees) in light or requirements established by the Regulatory Bodies, including considering the appropriate size of the Board and its Committees and make recommendations regarding the foregoing to the Board for approval. In connection with this assessment, at least every three years requesting each director to anonymously provide his or her assessment of the effectiveness of the Board and each committee, by an outside independent party and the results communicated to the Board.

Shareholder Proposals.

1. Reviewing all shareholder proposals submitted to the Company in connection with meetings of shareholders (including any proposal relating to the nomination of a member of the Board) and the timeliness of the submission thereof and recommending to the Board appropriate action on each such proposal.

General.

1. Taking such other actions regarding the Company’s corporate governance that the Committee or the Board shall reasonably deem to be appropriate and in the best interests of the Company and its stakeholders or as shall otherwise be required by any Regulatory Body.

Access to Management and Independent Advice.

1. The Committee shall have unrestricted access to Company officers and employees, documents and the resources necessary to carry out its responsibilities. The Committee may conduct or authorize investigations into or studies of matters within the Committee’s scope of responsibilities and duties as described above, and may seek, retain and terminate accounting, legal, consulting or other expert advice from a source independent of management, at the expense of the Company, with notice to either the Lead Director, the Executive Chairman or the Chief Executive Officer of the Company, as deemed appropriate by the Committee. In furtherance of the foregoing, the Committee shall have the sole authority to retain and terminate such consultant or advisor to be used to assist in the evaluation of such matters and shall have the sole authority to approve such consultant or adviser’s fees and other retention terms.

APPENDIX "A" to the
Charter of the Corporate Governance and Nominating Committee
Charter Governing Director Nominations

The Board of Directors (the "Board") of RDM Corporation (the "Company") has promulgated and adopted this Charter Governing Director Nominations in accordance with the rules and regulations of the Ontario Securities Commission and the Corporate Governance rules adopted by Toronto Stock Exchange ("TSX"). The Company recognizes that its shareholders desire increased insight into the Company's director nominations process and the Company endeavors to apply this Charter Governing Director Nominations to that end.

A. IDENTIFYING AND EVALUATING DIRECTOR NOMINEES

1. Responsible Committee.

The Corporate Governance and Nominating Committee (the "Committee") is responsible for, among other duties specified in its charter, identifying individuals qualified to become members of the Board and its committees, and recommending that the Board select the director nominees for election at the next annual meeting of shareholders.

2. Process for Consideration of Nominees.

a) Identification of Candidates. The Committee shall identify candidates for director nominees in consultation with management, through the use of search firms or other advisers, through recommendations submitted by shareholders pursuant to the procedures prescribed by applicable laws or through such other methods as the Committee deems to be helpful to identify candidates.

b) Evaluation Process. Once candidates have been identified, the Committee shall confirm that the candidates meet all of the qualifications for director nominees set forth in applicable laws and this Charter. The Committee may gather information about the candidates through interviews, background checks, or any other means that the Committee deems to be helpful in the evaluation process. The Committee shall then meet as a group to discuss and evaluate the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; the competencies and skills that the Board considers each existing director to possess; and the competencies and skills each new nominee will bring to the boardroom. There shall be no difference in the manner by which the Committee evaluates director candidates, whether proposed by a shareholder or by one of the other methods described above.

c) Recommendation of Nominees to Board. Based on the results of the evaluation process, the Committee shall recommend for the Board's selection the nominees for election to the Board.

B. DIRECTOR QUALIFICATIONS AND SKILLS

The Company seeks directors who possess the qualifications and skills described in this Section B. Moreover, the Company evaluates each individual candidate in the context of the overall composition and needs of the Board, with the objective of recommending a group that can best fulfill the duties of the Board as set forth in applicable law and in the charters of the Board and its committees, in order to lead to the success of the Company's business and represent shareholder interests using its diversity of experience, competence and skill. The Committee will consider these and other qualifications, skills and attributes when recommending candidates for the Board's selection as nominees for the Board:

1. Board Qualifications.

a) Independence. A majority of the members of the Board shall meet the independence requirements promulgated by applicable Canadian securities regulatory authority or any exchange upon which securities of the Company are traded or any governmental or regulatory body exercising authority over the Company (each a "Regulatory Body" and collectively the "Regulatory Bodies"), as in effect from time to time. In any event, an independent director must be free from any relationship that, in the opinion of the Board, would interfere with, or have the appearance of interfering with, the exercise of his or her independent judgment as a member of the Board or of a Board committee, including any conflicts of interest stemming from his or her institutional or other affiliations.

b) Minimum Qualification. In addition to the minimum qualifications prescribed by applicable law, the Company requires its directors to possess certain minimum qualifications, including a director must have substantial or significant business or professional experience or an understanding of technology, finance, marketing, financial reporting, international business or other disciplines relevant to the business of the Company.

c) Other Qualities and Skills. The Company also considers the following qualities and skills in its selection of directors:

(i) Economic, technical, scientific, academic, financial, accounting, operational, legal, marketing, operational or other expertise applicable to the business of the Company;
(ii) Leadership or substantial achievement in their particular fields;
(iii) Demonstrated ability to exercise sound business judgment;
(iv) Integrity, high moral and ethical character and business or professional standing that will add to the Board's reputation;
(v) Potential to contribute to the diversity of viewpoint, backgrounds, or experiences of the Board as a whole and the Committees thereof;
(vi) Potential to add to the Board's diversity;
(vii) Capacity and desire to represent the balanced, best interests of the shareholders as a whole and not primarily a special interest group or constituency;
(viii) Ability to work well with others;
(ix) High degree of interest in the business of the Company;
(x) Dedication to the success of the Company;
(xi) Commitment to responsibilities of a director;
(xii) International business or professional experience; and
(xiii) Such other criteria as the Committee shall determine to be relevant.

2. <u>Committee Qualifications.</u>

a) <u>Audit Committee</u>. All members of the Audit Committee shall meet the independence and applicable requirements of the Regulatory Bodies, as in effect from time to time, as well as the requirements set forth in the Audit Committee Charter. All members shall be financially literate per National Instrument NI 52-110.

b) <u>Compensation Committee</u>. All members of the Compensation Committee shall meet the independence and applicable requirements of the Regulatory Bodies, as in effect from time to time, as well as the requirements set forth in the Compensation Committee Charter.

c) Corporate Governance and Nominating Committee. All members of the Corporate Governance and Nominating Committee shall meet the independence and corporate governance and applicable requirements of the Regulatory Bodies, as in effect from time to time, as well as the requirements set forth in the Corporate Governance and Nominating Committee Charter.

d) Other Committees. Members of other committees shall meet the applicable requirements of the Regulatory Bodies and the Board as the Board deems necessary.

3. <u>Limits on Other Board Memberships and Commitments</u>. The Company expects that a director's existing and future commitments will not materially interfere with such director's obligations to the Company. The Company recognizes that directors should limit the number of boards on which they serve so that they can give proper attention to each board responsibility. However, the philosophy of the Company is not to set an invariant limit on the number of boards on which a director may serve. In the event a director wishes to join the board of another company, it is expected that the director will notify the Chair and the Chair of the Governance Committee once he or she has determined to accept any invitation to serve on another corporate board or with any governmental advisory or charitable organization. The Corporate and Nominating Committee shall evaluate the continued appropriateness of RDM Corporation board membership under the new circumstances and, if necessary, make a recommendation to the Board as to any action to be taken with respect to continued Board membership.ii

4. <u>Incumbents</u>. For candidates who are incumbent directors, the Company takes into consideration the following factors, among others, when considering such individuals as director nominees; such director's past attendance at meetings, participation in and contributions to the activities of the Board and any changes in professional roles and responsibilities. In the event an incumbent director retires, has any change in employer or has any other significant change in professional roles and responsibilities, he or she is expected to report that change to the Board, through the Executive Chairman or the Secretary. The Corporate Governance and Nominating Committee shall evaluate the continued appropriateness of RDM Corporation board membership under the new circumstances and, if necessary, make a recommendation to the Board as to any action to be taken with respect to continued Board membership.

5. <u>Amendments</u>. The Committee shall review and assess the adequacy of this Charter Governing Director Nominations periodically, as well as in response to rules promulgated by the Regulatory Bodies. The Company will disclose any material changes to this Charter as required by the Regulatory Bodies in the Company's SEC filings.

[ii] Risk Metric's "2010 Canadian Proxy Voting Guidelines Survey" advises against a director that is a CEO sitting on more than two outside public company boards (in addition to his/her own company) and a professional director sitting on more than six public company boards in total. CCGG has cited in its "2010 Building High Performance Boards" that directors who hold a full-time executive position should have only one or two outside public company directorships and that directors who are not employed full time should generally hold no more than four outside directorships that take up a significant amount of time. CCGG has also recommended that a formal policy that limits the number of Board interlocks should be considered.

APPENDIX C

RDM Corporation
(the "Company")

HUMAN RESOURCE AND COMPENSATION COMMITTEE CHARTER (HRCC)

Amended by the Board of Directors on November 16th, 2016

1. Statement of Purpose

The Human Resource and Compensation Committee (the "Committee" or "HRCC") of RDM Corporation (the "Company") has been established by the Board for the following purposes:

(1) reviewing the performance and approving the compensation of the Chief Executive Officer ("CEO");
(2) reviewing the recommendations of the CEO for the compensation of, and reviewing the CEO's evaluation of the performance of, the other executive officers of the Company;
(3) establishing the compensation of the directors of the Company;
(4) reviewing and making recommendations to the Board with respect to incentive and retirement plans and with respect to any other compensation matters that require approval of the Board;
(5) working with management to develop succession plans for key executives; and
(6) complying with applicable regulations and disclosure requirements as they relate to compensation and human resource matters.

For the purposes of this Charter, compensation includes all forms of compensation including base salary, short-term incentive awards, long-term awards (including stock options and restricted share units), perquisites, termination benefits, change of control benefits and retirement benefits.

2. Committee Membership

Members
The Committee will consist of as many members of the Board as the Board may determine but in any event, not less than two members. Members of the Committee will be appointed by the Board. All of the members of the Committee must be independent, as determined in accordance with the rules of the TSX and securities regulatory authorities. Any member of the Committee may be removed and replaced at any time by the Board, and will automatically cease to be a member if he or she ceases to meet the qualifications set out below. The Board will fill vacancies on the Committee by appointment from among qualified members of the Board, taking into account any recommendation that may be made by the Audit and Governance Committee. If a vacancy exists, the remaining members of the Committee may exercise all of its powers so long as there is a quorum.

Chair
The Board will designate one of the members of the Committee to be the Chair of the Committee.

Qualifications
Committee members shall have, to the extent feasible, background and experience in compensation, retirement plans or employment matters of public companies. Members shall keep up to date by attending seminars as deemed appropriate.

Ex Officio Members and Management Attendance
The Committee may invite, at its discretion, members of management to attend a meeting of the Committee. A member of management will only attend a Committee meeting if invited by the Committee. The Chairman of the Board, if not already a member of the Committee, will be entitled to attend each meeting of the Committee as an observer. The Committee shall meet in executive session annually to review the performance of the CEO and shall present a full report to the Board annually. The Committee also may meet in executive session from time to time to discuss any other matters that it believes should be discussed without management or any employee present.

3. Committee Operations

Frequency of Meetings
It is the intention of the Committee to meet quarterly at minimum and more frequently as conditions dictate (management transitions, succession planning, etc).

Agenda and Reporting to the Board
The Chair will establish the agenda for meetings in consultation with the other members of the Committee. To the maximum extent possible, the agenda and meeting materials will be circulated to the members in advance to ensure sufficient time for study prior to the meeting. The Committee will report to the Board at the next meeting of the Board

following each Committee meeting.

Minutes
The Chair of the Committee or his/her delegate will keep regular minutes of Committee proceedings and will circulate them to all Committee members and the Board on a timely basis. Some sensitive material might be kept confidential and made available to non-management directors.

Quorum
A quorum at any meeting will be a simple majority.

Procedure
The procedure at meetings will be determined by the Committee. All decisions of the Committee shall require the affirmative vote of a majority of the directors then serving on the Committee.

Transaction of Business
The powers of the Committee may be exercised at a meeting where a quorum is present or by resolution in writing signed by all members of the Committee.

Absence of Chair
In the absence of the Chair, the Committee may appoint one of its other members to act as Chair of that meeting.

Exercise of Power Between Meetings
Between meetings, the Chair of the Committee, or any member of the Committee designated for this purpose, may, if required in the circumstance, exercise any power delegated by the Committee. The Chair or other designated member will promptly report to the other Committee members in any case in which this interim power is exercised.

Use of consultants
The Committee is authorized to retain, at the Company's expense, such compensation, legal or other consultants or experts as it may deem necessary in the performance of its duties.

Compensation
Compensation for service on the Committee shall be established by the full Board based on the recommendations of the Committee.

4. Committee Duties and Responsibilities

The HRCC is responsible for performing the duties set out below and any other duties that may be assigned to it by the Board and performing any other functions that may be necessary or appropriate for the performance of its duties.

(a) Evaluation and Compensation of the CEO

The Committee will annually evaluate the performance of the CEO relative to the pre-established performance and corporate objectives approved by the Board and review and approve the compensation of the CEO. In reviewing and approving the compensation of the CEO, the Committee will consider the Committee's evaluation of the CEO's performance.

In any year that it is proposed that the CEO's compensation be increased, the Committee will also consider the following:

- Compensation provided to the chief executive officers of similar companies; and
- Any other factors considered relevant by the Committee, including any specific performance or strategic objectives the Committee may establish.

In all cases the tax, dilutive, accounting and cash flow implications of any compensation plans provided should be understood and quantified.

(b) Evaluation and Compensation of Non-CEO Executives

The HRCC shall review the CEO's recommendations for performance targets for eligibility for bonuses of non-CEO executive officers and approve any short-term incentive awards and any equity-based awards to be awarded to non-CEO executive officers. The Committee will annually review the CEO's evaluation of the performance of each non-CEO executive relative to the performance targets and corporate objectives approved by the Board (taking into account the specific responsibilities of that executive officer). The Committee shall review the CEO's recommendations for the compensation of each non-CEO executive officer, including any equity or incentive based payments, and approve the compensation of each non-CEO executive officer.

(c) Equity and Incentive Based Plans

The Committee will review and make recommendations to the Board regarding any equity- or incentive-based plans proposed by management of the Company. The Committee will also review and make recommendations regarding any other compensation arrangement that requires approval of the Board.

(d) Succession Planning

The Committee will annually review succession planning for the CEO and key members of executive management.

(e) Employment and Other Agreements

The Committee will review and approve any employment, retention, consulting or other compensatory agreement between the Company and any director or executive officer of the Company.

(f) Severance and Change in Control

The Committee will review and approve the form of any agreement which provides severance to the executive officers of the Company in connection with a termination of employment following a change in control of the Company.

The Committee will review and approve any severance plan which provides severance to employees of the Company in connection with a termination of employment following a change in control of the Company.

(g) Equity Ownership Guidelines

The Committee will review and approve stock ownership guidelines for executive officers and directors if, and as, applicable.

(h) Reporting

The Committee will oversee the preparation of any disclosure about the compensation practices of the Company, including any report or disclosure required to be included in the proxy materials for the annual meeting of the Company's shareholders.

5. The Committee Chair

In addition to the responsibilities of the Chair described above, the Chair has the primary responsibility for monitoring developments with respect to compensation practices in general and reporting to the Committee on any significant developments.

6. Committee Evaluation

The performance of the Committee will be self-evaluated annually by survey, such as the sample of survey included at Attachment 1. The HRCC Charter shall be regularly examined in the light of changes in the Company's operations, environment and legal / regulatory issues. The results of these evaluations shall be reported to the board in a timely manner.

ATTACHMENT 1

CONFIDENTIAL WHEN COMPLETED

HRCC SELF- ASSESSMENT   August 2011

This Evaluation tool is intended for HRCC Self-Assessment Score 1=low; 10= high.
The Tool is consistent with NP58-201 *Corporate Governance* paras 3.15-3.17

Characteristic	**Score 1-10**	**Comments**
1.Documented HRCC Charter, Compensation Policies and structure for CEO and top executives		
2. HRCC Charter reviewed annually		
3. Member skill level and independence		
4.Member participation and mutual respect		
5.Benchmarking –fact-based decisions		
6. Pre-meeting package quality		
7.Meaningful agendas and effective productive meetings		
8. Rolling 2 year work plan aligned with key events and reporting cycles		
9.Data and records availability to make right decisions		
10.Responsiveness		
11.Continuing Member education-accreditation		
12.Disclosure quality regarding proxy circulars and communications plan for the compensation philosophy [CD&A and Summary Compensation Table]		
13. Effectively recommends the Terms and conditions of executive appointments, terminations and retirement		
14. Effectively uses external consultants as required		

15. CEO Performance review process-effectiveness and timeliness		
16.Periodic assessment of compensation and incentive plan effectiveness		
17.Option Granting Guideline in place		
18. Effective open communications between HRCC and Board		
19. Effective open communication between HRCC and management		
20.Meeting minutes- quality & timeliness		
21. Board acceptance of recommendations		
22. Privacy and confidentiality		
23. Executive OTJ performance and executive development plans		
24.Succession planning		
25. Overall, the HRCC fulfills its mandate		

LEGEND:

1. Degree to which Committee Charter is clear and the executive compensation plan is organized, documented and consistently/ fairly applied based on the pay-for-performance foundation
2. Charter reviewed to ensure congruency with needs of organization, changing legislation and shareholder environment
3. Degree to which members understand HR and executive compensation issues and practices and are independent/detached from management, particularly the CEO
4. Committee members engaged, actively participate, attend scheduled meetings and work well together
5. Compensation survey benchmark against leaders and peers and employee satisfaction surveys and other information gathered to support decisions, policies and practices.
6. Meeting materials sent out in advance to permit member preparation
7. Agendas prepared in advance; meetings are focused and productive; at least 4 meetings per annum
8. Work plan is scheduled so all topics are covered throughout the fiscal year. The work plan should contain a component dealing with regulatory compliance with respect to the compensation and labour practices of the corporation.
9. Well-organized and formatted records of executive compensation, multi-year, all-in including base, stock options, bonus, perquisites etc.
10. Timely reaction to ensure competitive position in the market, addressing executive queries/suggestions and social issues
11. Members routinely take courses or attend seminars to further their understanding of contemporary executive. compensation issues, legal elements, regulations and trends
12. Compensation disclosure as required by securities regulators and stock exchanges is accurate, in plain language, complete and compliant
13. Involved with executive search, promotions, terminations and retirement and associated documents such as offer letters and termination agreements
14. Utilizes consultants independent of management, when required to augment knowledge base as well as corporate HR resources

15. Fair/timely but comprehensive executive performance assessment vs. defined goals and strategic objectives. The HRCC demonstrates the independence of thought, determination and conviction to uphold *Pay for Performance* as the foundation of executive compensation.
16. Annual review of short- and long-term incentives to determine if the desired results and behaviors have been achieved. The basis for the evaluation is pay-for performance. It is recognized that short-term stock price appreciation is not a robust measure of operational excellence.
17. Detailed guide on how and when stock options are to be granted, associated pricing, vesting, cost assessment and terms and conditions
18. Quality of communication and trust between HRCC and Board at large
19. Quality of communication, mutual understanding and respect between HRCC and CEO and key executives
20. Good quality and timely minutes to provide a logic trail and record of decisions
21. Degree to which the full Board routinely accepts the recommendations of the Committee. A high acceptance rate suggests Committee has received the necessary confidence and respect from the Board.
22. Degree to which information is safely stored, protected, kept private and retrievable
23. The actual performance of the CEO and direct reports under the compensation structure. Development plans are specific and time-lined.
24. Degree to which the Committee has developed a written plan to deal with succession of the CEO, CFO and other key executives
25. All things considered, on an integrated basis, the HRCC has added demonstrable value to the corporation.

Comments on /Suggestions for the HRCC: 1.
Suggestions for improving the effectiveness of the HRCC: 1.
What components of the HRCC Charter should be added or re-assigned?
What should be the HRCC's priorities for the year ahead? 1.

APPENDIX D

RDM Corporation
(the "Company")

BOARD MANDATE

As amended by the Board of Directors on November 16th, 2016

1. PURPOSE

The primary function of the Board of Directors (the "Board") of the Company is to supervise the management of the business and affairs of the Company. The Board, directly and through its committees and its Chair (and, if applicable, its Lead Director), shall provide direction to senior management, generally through the Chief Executive Officer, to pursue the best interests of the Company.

2. COMPOSITION

Matters concerning the membership and organization of the Board (including: the number; qualifications and remuneration of directors; residency requirements; quorum requirements; and appointment of a Chair) are as established by the Company's governing statute and the by-laws and resolutions of the Company.

At least annually, the Board shall, with the assistance of the Committees of the Board, determine: (i) the independence of each director based on the definition of independence contained in the Listing Standards of the TSX and National Instrument 58-101 – Disclosure of Corporate Governance Practices ("NI 58-101"); (ii) the independence of each Audit Committee member based on the definition of independence contained in the Listing Standards of Multilateral Instrument 52-110 – Audit Committees ("MI 52-110"); and (iii) the "financial literacy" of each Audit Committee member based on the definition of financial literacy contained in the Listing Standards of MI 52-110.

At least a majority of the directors shall be independent as determined above, and if at any time less than a majority of directors is independent, the Board shall consider possible steps and processes to facilitate its exercise of independent judgment in carrying out its responsibilities.
If at any time the Chair of the Board is not independent, the Board shall appoint an independent director as a Lead Director and consider other possible steps and processes to ensure that independent leadership is provided for the Board.

At least annually, the Board, with the assistance of the Corporate Governance and Nominating Committee, shall assess the current composition, organization and effectiveness of the Board as a whole and the committees of the Board in light of applicable requirements, including considering the appropriate size of the Board and its committees.

3. RESPONSIBILITIES AND DUTIES

The Board shall have the functions and responsibilities set out below and may delegate any such responsibilities to a Committee of the Board. In addition to these functions and responsibilities, the Board shall perform such duties as may be required by the requirements of any stock exchanges on which the Company's securities are listed and all other applicable laws.

(a) Ethics and Integrity – The Board shall: (i) review the recommendations of the Corporate Governance and Nominating Committee regarding any violations of the Code of Business Conduct and Ethics by employees, directors or officers; (ii) satisfy itself as to the integrity of the Chief Executive Officer and other executive officers; and (iii) satisfy itself that the Chief Executive Officer and other executive officers create a culture of integrity throughout the organization.

(b) Strategic Planning – The Board shall periodically review and, if advisable, approve the Company's strategic planning process and short- and long-term strategic and business plans prepared by management. In discharging this responsibility, the Board shall review the plan in light of management's assessment of emerging trends, the competitive environment, risk issues, and significant business practices and products. At least annually, the Board shall review management's implementation of the Company's strategic and business plans. The Board shall review and, if advisable, approve any material amendments to, or variances from, these plans.

(c) CEO Position Description – The Board shall develop and approve a position description for the Company's Chief Executive Officer that includes the roles and responsibilities of the Chief Executive Officer and the basis upon which the Chief Executive Officer is to interact with and report to the Board.

(d) Risk Management – The Board shall periodically review reports provided by management on the risks inherent in the business of the Company, the appropriate degree of risk mitigation and the effectiveness of the Company's risk management policies.

(e) Human Resources – The Board shall periodically review the Company's approach to human resource management and executive compensation.

(f) Succession Planning – The Board shall review succession plans for the Chair of the Board, the Chief Executive Officer and senior management of the Company.

(g) Corporate Governance – The Board shall periodically: (i) review the Company's approach to corporate governance; and (ii) evaluate the Board's ability to act independently from management in fulfilling its duties.

(h) Financial Information – The Board shall, with the assistance of the Audit Committee, periodically review reports provided by management on: (i) the Company's internal controls relating to financial information and material deficiencies in, or material changes to, these controls; and (ii) the integrity of the Company's financial information and systems, management's assertions as to the effectiveness of internal controls and disclosure controls and related procedures. The Board shall decide all matters relating to earnings guidance.

(i) Communications – The Board shall periodically review the Company's overall communications strategy, including measures for receiving and addressing feedback from the Company's shareholders.

(j) Disclosure – The Board shall periodically review management's compliance with the Company's Disclosure Policy. The Board shall, if advisable, approve material changes to the Company's Disclosure Policy.

(k) Director Development and Evaluation - The Board shall monitor and ensure the adequacy of the orientation and continuing education program for members of the Board. The Executive Chairman shall review with each new member: (i) certain information and materials regarding the Company, including the role of the Board and its Committees; and (ii) the legal obligations of a director of the Company. Directors shall be allocated a continuing education budget so that they may increase their knowledge and skills.

4. COMMITTEES OF THE BOARD

(a) Committees Established – The Board has established an Audit Committee, a Compensation Committee and a Corporate Governance and Nominating Committee. The Board may establish other Board committees or, subject to applicable law, merge or dispose of existing Board committees.

(b) Committee Charters – The Board has approved charters for the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. Each charter shall be reviewed periodically and at least annually, and based on recommendations of the relevant committee and the Chairman of the Board, be approved by the Board together with such updates as are considered appropriate.

(c) Position Descriptions for Committee Chairs – Each Chair of a committee shall be responsible for developing and implementing the annual work plan of the committee and for communicating with management, the Board and independent advisors, where required, as well as for overseeing the process, duties and responsibilities, reporting and any other functions set out in the committee's charter.

(d) Delegation to Committees – The Board has delegated for approval or review the matters set out in each Board committee's charter and may further delegate matters to such committees from time to time. As required, the Board shall consider for approval the specific matters delegated for review to Board committees.

(e) Committee Reporting to Board – To facilitate communication between the Board and its committees, each committee Chair shall provide a report to the Board on material matters considered by the committee at the next Board meeting after each meeting of the committee.

5. MEETINGS

(a) General — The rules and regulations relating to the calling and holding of and proceedings at meetings of the Board shall be those established by the Company's governing statute and the by-laws and resolutions of the Company.

(b) Secretary and Minutes — The Corporate Secretary, his or her designate or any other person the Board requests, shall act as secretary of Board meetings. Minutes of Board meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Board for approval.

(c) Meetings of Independent Directors — The Board shall hold scheduled meetings, or portions of regularly scheduled meetings, of the independent directors at which members of management are not present at the beginning of each meeting of the Board and from time to time as otherwise necessary.

(d) Attendance and Preparedness — Directors are expected to attend regularly scheduled meetings of the Board and of the shareholders and to have prepared for the meetings by, at a minimum, reviewing in advance of the meeting the materials delivered in connection with the meeting. The attendance record of individual directors at meetings of the Board will be disclosed in the Company's proxy circular as required by applicable law.

6. ACCESS TO INFORMATION AND PERSONNEL

In its discharge of the foregoing duties and responsibilities, the Board shall have free and unrestricted access at all times, either directly or through its duly appointed representatives, to officers of the Company and to the relevant books, records and systems of the Company as considered appropriate.

7. INDEPENDENT ADVICE

The Board may seek, retain and terminate accounting, legal, consulting or other expert advice from a source independent of management, at the expense of the Company, as it may from time to time deem necessary or advisable for its purposes.

8. BOARD REVIEW OF MANDATE

The Board shall, with the assistance of the Secretary, the Lead Director and the Corporate Governance and Nominating Committee, review and, as necessary, revise this Mandate annually.

In accordance with NI 58-101, the text of this mandate shall be included in the Company's management proxy circular for each annual meeting of the Company's shareholders.

This Mandate is intended as a component of the flexible governance framework within which the Board of Directors, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles and By-Laws, it is not intended to establish any legally binding obligations.