



**TINKERINE STUDIOS LTD.**  
Unit 213A, 8275 – 92<sup>nd</sup> Street  
Delta, British Columbia V4G 0A4  
Telephone: 604.288.8778

**INFORMATION CIRCULAR**  
as at October 21, 2021  
(*unless otherwise indicated*)

**This Information Circular is furnished in connection with the solicitation of proxies by the management of Tinkerine Studios Ltd. (the “Company”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on November 25, 2021 at the time and place and for the purposes set forth in the accompanying Notice of the Meeting.**

In this Information Circular, references to “the Company”, “we” and “our” refer to the Company. “Common Shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

**GENERAL PROXY INFORMATION**

**Solicitation of Proxies**

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

**Appointment of Proxyholders**

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and/or directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

**Voting by Proxyholder**

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

**In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.**

## Registered Shareholders

If you are a registered shareholder (a shareholder whose name appears on the records of the Company as the registered holder of Common Shares), you may wish to vote by proxy whether or not you attend the Meeting in person. Registered shareholders electing to submit a proxy may do so by using one of the following methods:

- (a) complete, date and sign the enclosed Proxy and return it to the Company's transfer agent, Computershare Trust Company of Canada ("**Computershare**"), by fax within North America at 1.866.249.7775 outside North America at 1.312.588.4290, or by mail or hand delivery at 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1; or
- (b) use a touch-tone phone to transmit voting choices to the toll free number given in the Proxy. Registered shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed Proxy for the toll free number, the holder's account number and the proxy access number; or
- (c) log onto Computershare's internet website, [www.investorvote.com](http://www.investorvote.com). Registered shareholders must follow the instructions that appear on the screen and refer to the enclosed Proxy for the holder's account number and the proxy access number,

in all cases the shareholder must ensure that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or the adjournment thereof at which the Proxy is to be used (unless the Chair of the Meeting determines, in the Chair's sole discretion, that proxies may be received by delivery to the Meeting scrutineer at the Meeting).

## Beneficial Shareholders

**The following information is of significant importance to shareholders who do not hold Common Shares in their own name.** Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of intermediaries. In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders – those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called "**NOBOs**" for Non-Objecting Beneficial Owners).

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent sent these materials directly to you, your name, address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF, to represent your Common Shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its**

**instructions, well in advance of the Meeting in order to have your Common Shares voted or to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares at the Meeting.**

### **Notice to Shareholders in the United States**

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

### **Revocation of Proxies**

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare or at the address of the registered office of the Company at Suite 1500, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

To the best of the Company's knowledge, no director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

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

#### **Record Date**

The board of directors (the "**Board**") of the Company has fixed October 21, 2021 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either (i) attend the Meeting personally or (ii) complete, sign and deliver a Proxy in the manner and subject to the provisions described above, will be entitled to vote or to have their Common Shares voted at the Meeting.

#### **Voting Securities**

The Company's authorized share capital consists of an unlimited number of voting Common Shares without par value, an unlimited number of non-voting common shares without par value, and an unlimited number of preferred shares without par value. Each voting Common Share carries the right to one vote. As of October 21, 2021, there were 49,675,849 Common Shares, no non-voting common shares and no preferred shares issued and outstanding. The Company's Common Shares are listed on the TSX Venture Exchange under stock symbol "TTD".

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, or controls or directs, directly or indirectly, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at October 21, 2021.

### VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

### PRESENTATION OF FINANCIAL STATEMENTS

The annual financial statements of the Company for the year ended December 31, 2020 and the accompanying auditor's report and the related management discussion and analysis, all of which may be obtained from SEDAR at [www.sedar.com](http://www.sedar.com) and copies of which will be presented at the Meeting, will be placed before shareholders at the Meeting.

### ELECTION OF DIRECTORS

At the Meeting, shareholders will be asked to set the number of directors of the Company at four (4).

The term of office of each of the current directors will end immediately before the election of directors at the Meeting. Unless the director's office is vacated earlier in accordance with the provisions of the *Business Corporations Act* (British Columbia) (the "BCA"), each director elected will hold office until immediately before the election of directors at the next annual general meeting of the Company, or if no director is then elected, until a successor is elected, or until he otherwise ceases to hold office under the BCA or the terms of the Company's Articles.

***Management recommends the approval of the resolution to set the number of directors of the Company at four.***

#### Nominees for Election

All of the four nominees for election at the Meeting are currently directors of the Company and have agreed to stand for election. The following table sets out, as at October 21, 2021: (a) the names of management's nominees for election as directors and their residency, (b) all major offices and positions with the Company each now holds, (c) each nominee's principal occupation, business or employment (d) the period of time during which each has been a director of the Company, and (e) the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction.

Name of Nominee; Current Position with the Company, Province/State and Country of Residence	Occupation, Business or Employment <sup>(1)</sup>	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled <sup>(1)</sup>
Eugene Suyu Director and CEO Langley, BC, Canada	Mr. Suyu is the CEO and a director of the Company. He co-founded the Company in May 2012 and won BC Business 30 under 30 award in 2015. In January 2018, Mr. Suyu was named to the Government of Canada's Advanced Manufacturing Sounding Board. He graduated from Simon Fraser University in British Columbia with a BA.	Since April 4, 2014	2,760,000 <sup>(2)(5)</sup>
Todd Blatt Director Baltimore, Maryland, USA	Mr. Blatt founded Bmore3D, a 3D scanning and printing store in Baltimore, Maryland, in November 2013. From March to December 2012, he worked for Makerbot Industries, LLC as a 3D designer and the principal liaison with its marketing department. He worked as a mechanical engineer at the Poole and Kent Corporation, designing piping systems in 3D from 2008 to 2011.	Since April 4, 2014	539,980 <sup>(4)(5)</sup>

Name of Nominee; Current Position with the Company, Province/Sate and Country of Residence	Occupation, Business or Employment <sup>(1)</sup>	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled <sup>(1)</sup>
Bob Longo Director Mountain View, California, USA	Mr. Longo is co-founder and CEO of Knowmatters, Inc., cognitive computing, eLearning company. Over a span of 13 years, he worked for Apple including his last role as Apple's division President of PowerSchool, a student information systems company. After Apple, he became the founding CEO and President of Carnegie Learning, a leading adaptive learning software and curriculum company that he spun-out from Carnegie Mellon University.	June 23, 2016	Nil <sup>(4)(5)</sup>
Justin Sy CTO and Director Richmond, BC, Canada	Mr. Sy is currently the Chief Technology Officer and a director of the Company. He co-founded the Company in May 2012 and leads the Company's software development. He graduated from Simon Fraser University in British Columbia with a B.Sc. in 2014.	June 23, 2016	1,226,000 <sup>(3)(5)</sup>

**Notes:**

- (1) The information as to principal occupation, business or employment, and Common Shares beneficially owned, or controlled or directed, directly or indirectly, is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
- (2) Mr. Suyu is considered not to have control or direction over an additional 2,800,000 Common Shares that are registered in the name of Chang Chi Su, who is Mr. Suyu's father and currently shares the same residence with Mr. Suyu.
- (3) Mr. Sy is considered not to have control or direction over an additional 530,000 Common Shares that are registered in the name of Irene Sy or the 30,000 Common Shares that are registered in the name of Joseph Sy, who are the parents of Mr. Sy and share the same residence with Mr. Sy.
- (4) Member of the audit committee.
- (5) As of October 21, 2021, the directors also hold and control the following options and warrants to purchase Common Shares as follows:

Nominee Director	Number of Securities	Exercise Price	Expiry Date
Eugene Suyu	650,000 options	\$0.125 per share	March 26, 2025
Bob Longo	250,000 options 400,000 options	\$0.125 per share \$0.07 per share	March 26, 2025 October 19, 2026
Todd Blatt	650,000 options	\$0.125 per share	March 26, 2025
Justin Sy	175,000 options 575,000 options	\$0.075 per share \$0.125 per share	September 26, 2022 March 26, 2025

**Management recommends the approval of each of the nominees listed above for election as directors of the Company for the ensuing year.**

**Cease Trade Orders**

No proposed director is, as at the date of this Information Circular, or has been, within ten (10) years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company in respect of which the Information Circular is being prepared) that: (a) was subject to a cease trade or similar order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (b) was subject to a cease trade or similar order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

**Bankruptcies**

Other than as disclosed herein, no proposed director is, as at the date of this Information Circular, or has been within ten (10) years before the date of this Information Circular, a director or executive officer of any company (including the Company in respect of which the Information Circular is being prepared) that, while that person was acting in that

capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director has, within the past ten (10) years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

### **Penalties and Sanctions**

No proposed director of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

### **APPOINTMENT OF AUDITOR**

Dale Matheson Carr-Hilton LaBonte LLP, Chartered Accountants, of Suite 1500, 1140 West Pender Street, Vancouver, British Columbia, V6E 4G1, will be nominated at the Meeting for reappointment as auditor of the Company for the Company's ensuing fiscal year, at remuneration to be fixed by the Board. Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants became the auditors of the Company on April 4, 2014.

***Management recommends shareholders vote for the appointment of Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as the Company's auditors for the Company's ensuing fiscal year at remuneration to be fixed by the Board.***

### **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR**

National Instrument 52-110 *Audit Committees* ("NI 52-110") requires the Company, as a TSX Venture Exchange issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor.

#### **The Audit Committee's Charter**

The Company's Audit Committee has a charter (the "**Audit Committee Charter**"), the text of which is set out in the information circular for the Company's annual general meeting held June 16, 2015, which was filed under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) on May 13, 2015, and may be obtained upon request from the Company at Unit 213A, 8275, 92nd Street, Delta, British Columbia, Canada V4G 0A4 or by telephone at 604.288.8778. Upon such request, the Company will promptly provide a copy of the Audit Committee Charter free of charge to a shareholder of the Company.

#### **Composition of the Audit Committee**

The Company's Audit Committee members are Todd Blatt, Bob Longo and Justin Sy. It is expected that these members will be re-appointed to the Audit Committee following with the Meeting, with Mr. Blatt to be appointed Chair of the Audit Committee. Mr. Longo and Mr. Blatt are independent. Mr. Sy is not independent as he is the CTO of the Company. The Company is exempt from the Audit Committee composition requirements in NI 52-110, which require all Audit Committee members to be independent. All of the Audit Committee members are "financial literate" as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

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

#### **Relevant Education and Experience**

Each member of the Company's audit committee has the education or experience that provides such member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements;

- (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
- (c) experiencing preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and
- (d) an understanding of internal controls and procedures for financial reporting.

Mr. Todd Blatt is an experienced business owner through which he has an understanding of general accounting principles and the function of an audit committee. In November 2009, Todd founded Custom 3D Stuff, LLC, an object creation company. Todd was recruited as a founding member of an interdisciplinary design department within MakerBot to create flagship designs. He spent 2012 working as a 3D designer and as the principal liaison with the MakerBot marketing department responsible for integrating 3D design and printing in all marketing efforts and the launch of the first physical store. Together with a 3D scanning partner, he founded Bmore3D, a pop-up 3D scanning and 3D printing store as a marketing effort to promote the scanning business and Custom 3D Stuff LLC. Todd has also been an active member of and teacher at the Baltimore Node Makerspace community for the last seven years. Mr. Blatt graduated with a Bachelors of Science in Mechanical Engineering from the University of Maryland, Baltimore County in May of 2007.

Mr. Bob Longo is co-founder and CEO of Knowmatters, Inc., cognitive computing, eLearning company. Over a span of 13 years, he worked for Apple including his last role as Apple's division President of PowerSchool, a student information systems company. After Apple, he became the founding CEO and President of Carnegie Learning, a leading adaptive learning software and curriculum company that he spun-out from Carnegie Mellon University.

Mr. Justin Sy is co-founder, CTO and lead software developer. Justin, one of the co-founders of the Company, holds a BSc in design. Since the start of the Company in 2012, he has led Tinkerine's software development and hardware technology integration, in addition to previously serving as the Company's interim CFO. He currently leads the deployment of Tinkerine Cloud and the transition for Tinkerine's software ecosystem to a cloud-based platform.

#### **Audit Committee Oversight**

At no time since the commencement of the Company's fiscal year ended December 31, 2020 has the Audit Committee made any recommendations to the Board to nominate or compensate any external auditor that was not adopted by the Board.

#### **Reliance on Certain Exemptions**

The Company has not, since the commencement of its most recently completed financial year, relied on (a) the exemption in section 2.4 of NI 52-110 (*De Minimis* Non-audit Services), or (b) an exemption, in whole or in part, granted under Part 8 (Exemptions) of NI 52-110.

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

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the Audit Committee Charter.

#### **External Auditor Service Fees**

The Audit Committee has reviewed the nature and amount of the non-audit services provided by Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, to the Company to ensure auditor independence. Amount billed by Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, for audit and non-audit services in the years ended December 31, 2020 and 2019 are outlined in the following table.

Nature of Services	Fees Billed by Auditor in Year Ended December 31, 2020	Fees Billed by Auditor in Year Ended December 31, 2019
Audit Fees <sup>(1)</sup>	\$32,896.50	\$25,305
Audit-Related Fees <sup>(2)</sup>	Nil	Nil
Tax Fees <sup>(3)</sup>	Nil	Nil
All Other Fees <sup>(4)</sup>	Nil	Nil
<b>Total</b>	<b>\$32,896.50</b>	<b>\$25,305</b>

**Notes:**

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. "Audit Fees" include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. "Audit Fees" also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

**Exemption**

The Company is a "Venture Issuer" as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Part 3 *Composition of Audit Committee* and Part 5 *Reporting Obligations*.

**CORPORATE GOVERNANCE**

**General**

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the Company. Corporate governance encourages establishing a reasonable degree of independence of the Board from executive management and the adoption of policies to ensure the Board recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. The Canadian Securities Administrators (the "CSA") have adopted National Policy 58-201 *Corporate Governance Guidelines*, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the CSA have implemented National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101"), which prescribes certain disclosure by the Company of its corporate governance practices. This section sets out the Company's approach to corporate governance and addresses the Company's compliance with NI 58-101.

**Board of Directors**

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship that could, in the Board's view, be reasonably expected to interfere with the exercise of a director's independent judgment. As of the date hereof, half of the Board is independent: Todd Blatt, Bob Longo are considered independent directors. Eugene Suyu is Chief Executive Officer and Justin Sy is Chief Technology Officer and they are, therefore, not independent directors.

**Directorships**

No director of the Company is presently a director of any other issuer that is a reporting issuer (or the equivalent).

**Orientation and Continuing Education**

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company and on the responsibilities of directors. Board meetings may also include presentations by the Company's management to give the directors additional insight into the Company's business. The Board does not provide any

continuing education. When a new director is appointed to the Board, the Board takes appropriate orientation measures.

### **Ethical Business Conduct**

The Board relies on the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, and the restrictions placed by applicable corporate legislation and securities laws, to promote a culture of ethical business conduct.

### **Nomination of Directors**

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

### **Compensation**

The Board conducts reviews with regard to the compensation of the directors and CEO from time to time. To make its recommendations on such compensation, the Board considers the expertise of the applicable director or officer, as well as their particular contributions to the Company.

### **Other Board Committees**

There are no standing Board committees, other than the Audit Committee.

### **Assessments**

The Board does not have a formal process to satisfy itself that the Board, the Audit Committee and the individual directors are performing effectively. The Board, the Audit Committee and individual directors are not regularly assessed with respect to their effectiveness and contribution, as the Board believes that such assessments are generally more appropriate for corporations of significantly larger size and complexity than the Company and which may have significantly larger boards of directors. However, the Chief Executive Officer communicates annually with each director individually which facilitates a discussion of his contribution and that of other directors. When needed, time is set aside at a meeting of the Board for a discussion regarding the effectiveness of the Board and its committees. If appropriate, the Board then considers procedural or substantive changes to increase the effectiveness of the Board and the Audit Committee. On an informal basis, the Chief Executive Officer is also responsible for reporting to the Board on areas where improvements can be made. Any agreed upon improvements required to be made are implemented and overseen by the appointed committee. A more formal assessment process will be instituted as, if, and when the Board considers it to be necessary.

## **STATEMENT OF EXECUTIVE COMPENSATION**

### **GENERAL**

The following information is provided as required under Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* and National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) and relates to the Company's year ended December 31, 2020.

References to “compensation securities” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, all share compensation units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

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

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;

- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year.

## DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

### Director and NEO Compensation, Excluding Options and Compensation Securities

During the financial year ended December 31, 2020, based on the definition above, the NEOs of the Company were: Eugene Suyu, CEO and Director and Justin Sy, CTO, Director and former Interim CFO. The directors of the Company who were not NEO's were Bob Longo, Todd Blatt and Daniel Cugnet.

During the financial year ended December 31, 2019, based on the definition above, the NEOs of the Company were: Eugene Suyu, CEO and Director, and Justin Sy, Interim CFO and Director. The directors of the Company who were not NEO's were Bob Longo, Todd Blatt and Daniel Cugnet.

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and directors of the Company for the two completed financial years ended December 31, 2020 and December 31, 2019. Options and compensation securities are disclosed under the heading "Stock Options and Other Compensation Securities" in this Statement of Executive Compensation.

**Table of Compensation, Excluding Compensation Securities  
in the Financial Years ended December 31, 2020 and December 31, 2019**

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Eugene Suyu <sup>(1)</sup> CEO and Director	2020	60,000	Nil	Nil	Nil	Nil	60,000
	2019	60,000	Nil	Nil	Nil	Nil	60,000
Justin Sy <sup>(2)</sup> CTO and Director and former Interim CFO	2020	45,000	Nil	Nil	Nil	Nil	45,000
	2019	45,000	Nil	Nil	Nil	Nil	45,000
Bob Longo <sup>(3)</sup> Director	2020	57,308	Nil	Nil	Nil	Nil	57,308
	2019	43,038	Nil	Nil	Nil	Nil	43,038
Todd Blatt Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Daniel Cugnet <sup>(4)</sup> Former Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil

**Notes:**

- (1) Eugene Suyu received compensation of \$nil as Director and compensation of \$60,000 each year as CEO.
- (2) Justin Sy received compensation of \$nil as Director and compensation of \$45,000 each year as Interim CFO.
- (3) In 2020, Bob Longo received compensation of \$nil as Director and he received compensation as a consultant for sales and marketing projects which totaled \$57,308. In 2019, Bob Longo received compensation of \$nil as Director and he received compensation as a consultant for sales and marketing projects which totaled \$43,083.
- (4) Daniel Cugnet resigned as a director on August 23, 2021.

## STOCK OPTIONS AND OTHER COMPENSATION SECURITIES

The Company regards the strategic use of incentive stock options as a cornerstone of its compensation plan. It applies to personnel at all levels and continues to be one of the Company's primary tools for attracting, motivating

and retaining qualified personnel, which is critical to the Company's success. The Company is committed to long-term incentive programs that promote the continuity of an excellent management team and, therefore, the long-term success of the Company. The Company has a formal share option plan under which options may be granted to directors, officers, employees and consultants as an incentive to serve the Company in attaining its goal of improved shareholder value. The Board is responsible for administering the plan and determining the type and amount of compensation to be paid to directors, officers, employees and consultants of the Company, including the awards of any options under the plan. Options are typically part of the overall compensation package for executive officers and employees.

All grants of options to the NEOs are reviewed and approved by the Board. In evaluating option grants to a NEO, the Board evaluates a number of factors including, but not limited to: (i) the number of options already held by such NEO; (ii) a fair balance between the number of options held by the NEO concerned and the other executives of the Company, in light of their responsibilities and objectives; and (iii) the value of the options (generally determined using a Black-Scholes analysis) as a component in the NEO's overall compensation package. Options are usually priced at the closing trading price of the Shares on the business day immediately preceding the date of grant, and the current policy of the Board is that options expire five years from the date of grant.

### **Fixed Share Option Plan**

On May 24, 2016, the Board approved the adoption by the Company of a fixed share option plan (the "**Fixed Share Option Plan**"), which was subsequently approved by the shareholders on June 23, 2016. Under the Fixed Share Option Plan, a total of 9,847,669 shares of the Company are reserved for share incentive options ("Options") to be granted at the discretion of the Board to the Company's Directors, Officers, Employees, Management Company Employees, Consultants or Company Consultants (described as Service Providers below).

The objective of the Fixed Share Option Plan is to provide for and encourage ownership of common shares of the Company by its directors, officers, key employees and consultants. The Company is of the view that the Fixed Share Option Plan assists the Company in attracting and maintaining the services of senior executives and other employees and be competitive with option plans of other companies in the Company's industry. The Fixed Share Option Plan was designed to provide certain directors, officers and other key employees of the Company incentive stock options. The Board (or such other committee the Board may appoint) is responsible for the general administration of the Fixed Share Option Plan.

### **Material Terms of Fixed Share Option Plan**

The material terms of the Fixed Share Option Plan are as follows:

- (a) Service Provider. Service Provider means a Person who is a bona fide Director, Officer, Employee, Management Company Employee, Consultant or Company Consultant, and also includes a company, 100% of the share capital of which is beneficially owned by one or more Service Providers.
- (b) Maximum Plan Shares. The maximum aggregate number of Plan Shares that may be reserved for issuance under the Plan at any point in time is 9,847,669 Fixed Share Option Plan Shares, less any common shares reserved for issuance under share options granted under Share Compensation Arrangements other than the Plan, unless this Fixed Share Option Plan is amended pursuant to the requirements of the TSX Venture Policies.
- (c) Limitations on Issue. The following restrictions on issuances of Options are applicable under the Fixed Share Option Plan:
  - (i) no Service Provider can be granted an Option if that Option would result in the total number of Options, together with all other Share Compensation Arrangements granted to such Service Provider in the previous 12 months, exceeding 5% of the Outstanding Shares, unless the Company has obtained Disinterested Shareholder Approval to do so;
  - (ii) the aggregate number of Options granted to all Service Providers conducting Investor Relations Activities in any 12-month period cannot exceed 2% of the Outstanding Shares, calculated at the time of grant, without the prior consent of the TSX Venture (or NEX, as the case may be); and
  - (iii) the aggregate number of Options granted to any one Consultant in any 12-month period cannot exceed 2% of the Outstanding Shares, calculated at the time of grant, without the prior consent of the TSX Venture.
- (d) Maximum Percentage to Insiders. The aggregate number of common shares reserved for issuance to insiders of the Company under the Fixed Share Option Plan, together with any other Share Compensation Arrangements, will not exceed 10% of the Company's outstanding share capital.

- (e) Maximum Percentage to Insiders within any one year period. The number of common shares issued to insiders of the Company within any one year period, under the Fixed Share Option Plan, together with any other Share Compensation Arrangements will not exceed 10% of the Company's outstanding share capital.
- (f) Exercise Price. The Exercise Price of an Option will be set by the Board at the time such Option is allocated under the Fixed Share Option Plan, and cannot be less than the Discounted Market Price. Discounted Market Price has the meaning assigned by Policy 1.1 of the TSX Venture Policies.
- (g) Vesting of Options. Vesting of Options shall be at the discretion of the Board and, with respect to any particular Options granted under the Fixed Share Option Plan, in the absence of a vesting schedule being specified at the time of grant, all such Options shall vest immediately. Where applicable, vesting of Options will generally be subject to:
  - (i) the Service Provider remaining employed by or continuing to provide services to the Company or any of its Affiliates as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or any of its Affiliates during the vesting period; or
  - (ii) the Service Provider remaining as a Director of the Company or any of its Affiliates during the vesting period.
- (h) Vesting of Options Granted to Consultants Conducting Investor Relations Activities. Options granted to Consultants conducting Investor Relations Activities will vest:
  - (i) over a period of not less than 12 months as to 25% on the date that is three months from the date of grant, and a further 25% on each successive date that is three months from the date of the previous vesting; or
  - (ii) such longer vesting period as the Board may determine.
- (i) Term of Option. An Option can be exercisable for a maximum of 10 years from the Effective Date.
- (j) Expiry Date. Options may be exercised after the Service Provider has left his/her employ/office or has been advised by the Company that his/her services are no longer required or his/her service contract has expired, until the term applicable to such Options expires, except as follows:
  - (i) in the case of the death of an Optionee, any vested Option held by him at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such Option;
  - (ii) an Option granted to any Service Provider will expire 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option) after the date the Optionee ceases to be employed by or provide services to the Company, and only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company; and
  - (iii) in the case of an Optionee being dismissed from employment or service for cause, such Optionee's Options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same.
- (k) Assignability of Options. All Options will be exercisable only by the Optionee to whom they are granted and will not be assignable or transferable.
- (l) Take Over Bid. If a Take Over Bid is made to the shareholders generally then the Company shall immediately upon receipt of notice of the Take Over Bid, notify each Optionee currently holding an Option of the Take Over Bid, with full particulars thereof whereupon such Option may, notwithstanding any vesting requirements set out in the Option Commitment, be immediately exercised in whole or in part by the Optionee, subject to approval of the TSX Venture (or the NEX, as the case may be) for vesting requirements imposed by the TSX Venture Policies.
- (m) Black-Out Period. The Fixed Share Option Plan also contains a "black-out" provision. Should the Expiry Date for an Option fall within a Blackout Period, or within nine (9) Business Days following the expiration of a Blackout Period, such Expiry Date shall, subject to approval of the TSX Venture (or the NEX, as the case may be), be automatically extended without any further act or formality to that day which is the tenth (10th) Business Day after the end of the Blackout Period, such tenth Business Day to be considered the Expiry Date for such Option for all purposes under the Plan. Notwithstanding provisions in the Fixed Share Option

Plan, the tenth Business Day period referred to in this Fixed Share Option Plan may not be extended by the Board.

- (n) Options Under the 2014 Rolling Plan. Any Options granted under the terms of the Company's 2014 Rolling Plan will be governed by the terms of the Fixed Share Option Plan and shall be subject to the provisions of the Fixed Share Option Plan and to the extent legal to do so, shall be deemed to have granted under the Fixed Share Option Plan.

Subject to the requirements of the TSX Venture Policies and the prior receipt of any necessary Regulatory Approval, the Board may in its absolute discretion, amend or modify the Fixed Share Option Plan or any granted as follows:

- (a) it may make amendments which are of a typographical, grammatical or clerical nature only;
- (b) it may change the vesting provisions of an Option granted hereunder, subject to prior written approval of the TSX Venture, if applicable;
- (c) it may change the termination provision of an Option granted hereunder which does not entail an extension beyond the original Expiry Date of such Option;
- (d) it may make amendments necessary as a result in changes in securities laws applicable to the Company;
- (e) if the Company becomes listed or quoted on a stock exchange or stock market senior to the TSX Venture, it may make such amendments as may be required by the policies of such senior stock exchange or stock market; and
- (f) it may make such amendments as reduce, and do not increase, the benefits of this Fixed Share Option Plan to Service Providers.

The Company will be required to obtain Disinterested Shareholder Approval prior to any of the following actions becoming effective:

- (a) the Fixed Share Option Plan, together with all of the Company's other previous Share Compensation Arrangements, could result at any time in:
  - (i) the aggregate number of Common Shares reserved for issuance under Options granted to Insiders exceeding 10% of the Outstanding Shares;
  - (ii) the number of Optioned Shares issued to Insiders within a one-year period exceeding 10% of the Outstanding Shares; or
  - (iii) the issuance to any one Optionee, within a 12-month period, of a number of Common Shares exceeding 5% of the Outstanding Shares; or
- (b) any reduction in the Exercise Price of an Option previously granted to an Insider.

A copy of the Fixed Option Plan attached as Schedule "A" to the Company's Information Circular dated May 24, 2016 a copy of which was SEDAR filed on May 27, 2016 under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

### Outstanding Compensation Securities

The following table discloses all compensation securities granted to NEOs and directors of the Company during the financial year ended December 31, 2020.

Name and Position	Type of Compensation Security	Number of Compensation Securities, underlying securities and percentage of class (#) <sup>(1)</sup>	Date of Grant or Issue (mm/dd/yy)	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date (mm/dd/yy)
Eugene Suyu CEO and Director <sup>(2)</sup>	Options	650,000 8%	03/26/20	\$0.125	\$0.105	\$0.04	03/26/25
Justin Sy CTO and Director and former Interim CFO <sup>(3)</sup>	Options	575,000 7%	03/26/20	\$0.125	\$0.105	\$0.04	03/26/25

Name and Position	Type of Compensation Security	Number of Compensation Securities, underlying securities and percentage of class (#) <sup>(1)</sup>	Date of Grant or Issue (mm/dd/yy)	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date (mm/dd/yy)
Bob Longo Director <sup>(4)</sup>	Options	250,000 3%	03/26/20	\$0.125	\$0.105	\$0.04	03/26/25
Todd Blatt Director <sup>(5)</sup>	Options	650,000 8%	03/26/20	\$0.125	\$0.105	\$0.04	03/26/25
Daniel Cugnet Director <sup>(6)</sup>	Options	250,000 3%	03/26/20	\$0.125	\$0.105	\$0.04	03/26/25

**Notes:**

- (1) Percentage of class represents the percentage of compensation securities granted over the total number of compensation securities of the Issuer outstanding as of December 31, 2020. Each Option entitles the holder to purchase one common share.
- (2) On March 26, 2020, Eugene Suyu was granted 650,000 options at an exercise price of \$0.125 and an expiry date of March 26, 2025. The closing price of the shares on the date of grant was \$0.105. As of December 31, 2020, Eugene Suyu held 650,000 options to purchase 650,000 common shares.
- (3) On March 26, 2020, Justin Sy was granted 575,000 options at an exercise price of \$0.125 and an expiry date of March 26, 2025. The closing price of the shares on the date of grant was \$0.105. As of December 31, 2020, Justin Sy held 825,000 options to purchase 825,000 common shares of which 75,000 of those options have an exercise price of \$0.075 that expire on January 27, 2021 and 175,000 options have an exercise price of \$0.075 that expire on September 26, 2022.
- (4) On March 26, 2020, Bob Longo was granted 250,000 options at an exercise price of \$0.125 and an expiry date of March 26, 2025. The closing price of the shares on the date of grant was \$0.105. As of December 31, 2020, Bob Longo held 650,000 options to purchase 650,000 common shares, of which 400,000 of those options have an exercise price of \$0.075 that expire on June 24, 2021.
- (5) On March 26, 2020, Todd Blatt was granted 650,000 options at an exercise price of \$0.125 and an expiry date of March 26, 2025. The closing price of the shares on the date of grant was \$0.105. As of December 31, 2020, Todd Blatt held 650,000 options to purchase common shares.
- (6) On March 26, 2020, Daniel Cugnet was granted 250,000 options at an exercise price of \$0.125 and an expiry date of March 26, 2025. The closing price of the shares on the date of grant was \$0.105. As of December 31, 2020, Daniel Cugnet held 650,000 options to purchase 650,000 common shares, of which 400,000 of those options have an exercise price of \$0.075 that expire on September 26, 2022. Daniel Cugnet resigned as a director on August 23, 2021.

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

There were no compensation securities exercised by NEOs or directors of the Company during the year ended December 31, 2020.

**EMPLOYMENT, CONSULTING AND MANAGEMENT CONTRACTS**

Pursuant an employment agreement dated April 4, 2014 with Mr. Suyu, the Company pays Mr. Suyu a base annual salary of \$60,000 as compensation for his services as the President and CEO of the Company. The term of the employment agreements is for a period of twelve months unless terminated or extended by mutual agreement. The agreement may be terminated by the Company at any time (i) for just cause without notice or payment in lieu of notice; and (ii) without cause, by providing Mr. Suyu with twelve months' notice or payment of the base salary for such notice period in lieu of such notice or combination of the two, as will be determined in the sole discretion of the Company.

The Company pays Mr. Sy a base annual salary of \$45,000 as compensation for his services including as the Interim CFO of the Company. The term of the employment agreements is for a period of twelve months unless terminated or extended by mutual agreement. The agreement may be terminated by the Company at any time (i) for just cause without notice or payment in lieu of notice; and (ii) without cause, by providing Mr. Sy with twelve months' notice or payment of the base salary for such notice period in lieu of such notice or combination of the two, as will be determined in the sole discretion of the Company.

Other than as set forth herein, no NEO of the Company has received, during the most recently completed financial year, compensation pursuant to:

- (a) any standard arrangement for the compensation of NEOs for their services in their capacity as NEOs, including any additional amounts payable for committee participation or special assignments;
- (b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of NEOs in their capacity as NEOs; or

- (c) any arrangement for the compensation of NEOs for services as consultants or expert.

No director of the Company who is not an NEO has received, during the most recently completed financial year, compensation pursuant to:

- (a) any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments;
- (b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors; or
- (c) any arrangement for the compensation of directors for services as consultants or expert.

The Company pays Mr. Longo a fee to provide certain consulting services relating to sales and marketing, as needed.

### **OVERSIGHT AND DESCRIPTION OF DIRECTOR AND NEO COMPENSATION**

The Company's executive compensation program during the most recently completed financial year was administered by the Board. While the Board intends to form a formal compensation committee, to date, due to the Company's small size and limited resources, a formal compensation committee has not been formed. However, each director abstains from voting with respect to any compensation payable to him. The Company has not retained a compensation consultant or advisor to assist the Board in determining compensation for any of the directors or NEOs.

The overall objective of the Company's compensation strategy is to offer short-term and long-term compensation components to ensure that the Company has in place programs to attract, retain and develop management of the highest caliber and has in place a process to provide for the orderly succession of management, including receipt on an annual basis of any recommendations of the CEO, if any, in this regard. The Company currently has short-term and long-term compensation components in place, and intends to further develop these compensation components. The objectives of the Company's compensation policies and procedures are to align the interests of the Company's employees with the interests of the shareholders.

Compensation to NEOs may include a base salary that constitutes the Company's short-term compensation component. Such salary takes into account his existing professional qualifications and experience. The NEOs' performances and salaries are to be reviewed periodically on the anniversary of their employment with the Company. Increases in salary are to be evaluated on an individual basis and are performance and market-based.

The Company may also grant Options to NEOs and directors to satisfy the long-term compensation component. The Board may also award bonuses to its NEOs. The amount and award of such bonuses is discretionary, depending on, among other factors, the financial performance of the Company and the position of a NEO.

Given the Company's current stage of development, the Company has not considered the implications of the risks associated with its compensation practices. The Company has also not adopted any policies with respect to whether NEOs and directors are permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

### **Actions, Decisions, Policies made after the Company's December 31, 2020 Financial Year End**

- Chris Lee was appointed Chief Financial Officer and Corporate Secretary of the Company effective February 1, 2021;
- Justin Sy was appointed Chief Technology Officer effective February 1, 2021; and
- Daniel Cugnet resigned from the Board effective August 23, 2021.

### **Pension Disclosure**

The Company does not have any pension plans that provide for payments or benefits to the NEOs at, following, or in connection with retirement, including a defined benefits plan or a defined contribution plan. The Company does not have a deferred compensation plan with respect to any NEO.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

On May 16, 2016, the Board approved the adoption of a Fixed Share Option Plan. The Fixed Share Option Plan is a “fixed” stock option plan, whereby the aggregate number of Shares reserved for share incentive options to be granted at the discretion of the Board is 9,847,669 shares. See “Share-Based and Option – Based Awards – Fixed Share Option Plan” for further information on the Company’s Fixed Share Option Plan.

The following table sets forth details with respect to the options granted under the 2016 Fixed Plan as of December 31, 2020, together with the outstanding warrants to purchase Common Shares:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights<sup>(1)</sup></b> <b>(a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b> <b>(b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b> <b>(c)</b>
Equity compensation plans approved by security holders	7,917,500	\$0.11	1,930,169
Equity compensation plans not approved by security holders	N/A	N/A	N/A
<b>Total</b>	<b>7,917,500</b>	<b>\$0.11</b>	<b>1,930,169</b>

**Note:**

(1) The Company does not have any warrants or rights outstanding under any equity compensation plans. As at October 21, 2021, the number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) is 2,172,699.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers or employees of the Company or any of its subsidiaries, no proposed nominee for election as a director of the Company, and no associate or affiliate of any of them is or has been indebted to the Company or any of its subsidiaries at any time since the beginning of the Company's most recently completed financial year nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries during the financial year ended December 31, 2020, or has any interest in any material transaction during fiscal 2020 other than as disclosed in Note 8 - Related Party Transactions in the annual financial statements for the financial year ended December 31, 2020.

## MANAGEMENT CONTRACTS

There were no management functions of the Company which were, to any substantial degree, performed by a person other than the directors or executive officers of the Company during the financial year ended December 31, 2020.

## ADDITIONAL INFORMATION

Financial information is provided in the audited financial statements of the Company for the year ended December 31, 2020 and in the related management discussion and analysis filed on SEDAR, which can be accessed at [www.sedar.com](http://www.sedar.com).

Additional information relating to the Company is filed on SEDAR at [www.sedar.com](http://www.sedar.com) and may be obtained upon request from the Company at Unit 213A, 8275, 92<sup>nd</sup> Street, Delta, British Columbia, Canada V4G 0A4, by telephone at 604.288.8778. Copies of documents will be provided, upon request, free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document.

### **OTHER MATTERS**

The Board is not aware of any other matters that it anticipates will come before the Meeting as of the date of this Information Circular.

### **BOARD APPROVAL**

The contents of this Information Circular and its distribution to shareholders have been approved by the Board.

**DATED** at Delta, British Columbia, on October 27, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS  
OF TINKERINE STUDIOS LTD.**

(signed) "*Eugene Suyu*"

**Eugene Suyu  
Chief Executive Officer**