

LEONOVUS INC.

2611 Queensview Drive, Suite 125, Ottawa, Ontario K2B 8K2

NOTICE OF THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting of the shareholders (“Meeting”) of Leonovus Inc., (the “Corporation”) will be held at their offices, 2611 Queensview Drive, Suite 125, Ottawa, Ontario, K2B 8K2 on Tuesday, the 13th day of July 2021, at 10:00 a.m. (Eastern Time).

In order to: (i) proactively deal with the unprecedented public health impact of coronavirus pandemic (also known as “COVID-19”); (ii) mitigate risks to the health and safety of our communities, shareholders and other stakeholders; and (iii) ensure compliance with local laws or orders restricting the size of public gatherings in response to COVID-19, the Corporation is requesting shareholders not to attend the Meeting in person. Instead of the usual Corporate update at the AGM, the Corporation will provide a Business Update via news release on or about the meeting date.

The meeting will be conducted for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2020 together with the report of the auditors therein;
2. to elect directors;
3. to appoint MNP LLP as auditors of the Corporation and to authorize the directors to fix the remuneration of the auditor;
4. to approve the Corporation’s Stock Option Plan; and
5. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Only the above items will be considered at the meeting.

Accompanying this Notice is the management proxy circular containing details of the matters to be dealt with at the Meeting and a form of proxy. The Corporation is mailing, separately, the management’s discussion and analysis of financial condition and results of operations and audited consolidated financial statements for the fiscal year ended December 31, 2020 only to those shareholders who requested such a mailing.

Shareholders are requested to complete and sign the accompanying form of proxy and return it by mail in the enclosed return envelope or by Internet. To be effective, proxies must be received by the Corporation’s transfer agent, TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1 Attention: Proxy Department, or Internet (www.voteproxyonline.com) or by facsimile at 1-416-595-9593 prior to 10:00 a.m. (Eastern Time) on Friday, July 9, 2021 or if the Meeting is adjourned, by no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to when any adjournment thereof is to be held, or may be deposited with the Chair of the Meeting at any time prior to the commencement of the Meeting or any adjournment thereof.

DATED at Ottawa, Ontario the 21st day of May 2021.

BY ORDER OF THE BOARD OF DIRECTORS OF THE CORPORATION.



Michael Gaffney
Chairman and Director,
Leonovus Inc.

LEONOVUS INC.

MANAGEMENT INFORMATION CIRCULAR

FOR

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JULY 13, 2021

DATED: May 21, 2021

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FORWARD-LOOKING STATEMENTS

This Management Information Circular (the “**Circular**”) may contain forward-looking information within the meaning of applicable securities laws (“**forward-looking statements**”). Such forward-looking statements, if and when made, include projections or estimates made by the Corporation and its management as to the Corporation’s future business operations. Forward-looking statements include all disclosures regarding possible events, conditions or results of operations that are based on assumptions about future economic conditions and courses of action. Forward-looking statements may also include, without limitation, any statement relating to future events, conditions, or circumstances. The Corporation cautions the reader not to place undue reliance upon any such forward-looking statements, which speak only as of the date they are made. Often, but not always, forward-looking statements can be identified by the use of words or phrases such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “does not anticipate”, “believes”, and similar expressions or state that certain actions, events or results “may”, “could”, “would”, “might”, or “will” be taken, occur or be achieved, and may be based on management’s current assumptions and expectations related to all aspects of the Corporation’s business, industry and the global economy.

Forward-looking statements relate to, among other things, realizing the value of the Corporation’s assets and executing the Corporation’s strategic plan. Forward-looking statements are based on management’s current plans, estimates, projections, beliefs and opinions. Readers are cautioned not to place undue reliance on forward-looking information.

If and when forward-looking information is set out in this Circular, the Corporation will also set out the specific material risk factors or assumptions used to develop the forward-looking information. Additional information identifying risks and uncertainties relating to the Corporation’s business are contained under the heading “Risk Factors” in the Corporation’s Filing Statement and its other filings available on-line at www.sedar.com.

Forward-looking information will be updated as required pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) and except as required by applicable laws, the Corporation assumes no obligation to update forward-looking statements should circumstances or management’s estimates or opinions change.

GLOSSARY OF TERMS

Unless otherwise indicated, whenever used in this Circular, the following words and terms have the indicated meanings or, if not defined herein, have the meanings set out in TSX Venture Exchange (“**Exchange**”) Policy 1.1 – *Interpretation*. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders. All dollar amounts herein are in Canadian dollars, unless otherwise stated.

“**Board**” means the board of directors of the Corporation, as constituted from time to time;

“**Circular**” means this management information circular;

“**Common Shares**” means common shares of the Corporation issued and outstanding as of the date of this Circular;

“**Corporation**” means Leonovus Inc.;

“**Exchange**” means the TSX Venture Exchange Inc.;

“**Meeting**” means the meeting of shareholders of the Corporation contemplated herein to consider, among other things, the matters set forth herein;

“**NEO**” means named executive officer and “**NEOs**” includes the President and Chief Executive Officer, the Chief Financial Officer and the Chief Technology Officer;

“**NI 51-102**” means National Instrument 51-102 – *Continuous Disclosure Obligations*;

“**NI 52-110**” means National Instrument 52-110 – *Audit Committees*;

“**NOBO**” means non-objecting beneficial owner;

“**Notice of Meeting**” means the notice of meeting accompanying this Circular;

“**OBCA**” means the *Business Corporations Act (Ontario)*, as amended;

“**Option Plan**” means the Corporation’s employee stock option plan established on January 13, 2009;

“**Shareholders**” mean shareholders of the Corporation; and

“**Transfer Agent**” means TSX Trust Company.

LEONOVUS INC.

MANAGEMENT INFORMATION CIRCULAR FOR THE

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

to be held on July 13, 2021

SOLICITATION OF PROXIES

This management information circular (the “**Circular**”) is furnished in connection with the solicitation by the management of **LEONOVUS INC.** (the “**Corporation**”) of proxies to be used at the Corporation's annual and special meeting of the Shareholders of the Corporation to be held on July 13, 2021 at 10:00 a.m. (Ottawa time) at 2611 Queensview Drive, Suite 125, Ottawa, Ontario K2B 8K2 or at any adjournment thereof (the “**Meeting**”). Unless otherwise stated, all information contained in this Circular is presented as at May 21, 2021. The purpose of the Meeting is as set out in the accompanying notice of meeting (the “**Notice of Meeting**”).

In order to: (i) proactively deal with the unprecedented public health impact of coronavirus pandemic (also known as “COVID-19”); (ii) mitigate risks to the health and safety of our communities, shareholders and other stakeholders; and (iii) ensure compliance with local laws or orders restricting the size of public gatherings in response to COVID-19, the Corporation is requesting shareholders not to attend the Meeting in person. Instead of the usual Corporate update at the AGM, the Corporation will provide a Business Update via news release on or about the meeting date. Shareholders are encouraged to vote by mailing in their proxies.

The solicitation of proxies by this Circular is being made by or on behalf of the management of the Corporation. It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally or by telephone by directors, officers and regular employees of the Corporation without special compensation. The cost of solicitation will be borne by the Corporation.

The contents and the sending of this Circular have been approved by the directors of the Corporation. All dollar amounts referenced are expressed in Canadian dollars. All references to the Corporation shall include its subsidiaries as the context may require.

NOTICE AND ACCESS

The Corporation has elected to use the notice-and-access process (“**Notice-and-Access**”) that came into effect on February 11, 2013 under National Instrument 54-101 – Communications with Beneficial Owners of Securities of a Reporting Issuer (“**NI 54-101**”) and National Instrument 51-102 – Continuous Disclosure Obligations, for distribution of this Circular and other meeting materials to registered Shareholders of the Corporation and Non-Registered Holders (as defined herein).

Notice-and-Access allows issuers to post electronic versions of meeting materials, including circulars, annual financial statements and management discussion and analysis, online, via

SEDAR and one other website, rather than mailing paper copies of such meeting materials to Shareholders. The Corporation anticipates that utilizing the Notice-and-Access process will substantially reduce both postage and printing costs.

Meeting materials including the Circular and the Corporation's audited financial statements for the year ended December 31, 2020 and the Corporation's management discussion and analysis for the year ended December 31, 2020, are available on <https://docs.tsxtrust.com/2245> and on the Corporation's SEDAR profile at www.sedar.com.

Although the Circular and related materials (collectively, the "Meeting Materials") will be posted electronically online, as noted above, the registered Shareholders and Non-Registered Holders (subject to the provisions set out below under the heading "Voting by Beneficial Holders of Common Shares of the Corporation") will receive a "notice package" (the "Notice-and-Access Notification"), by prepaid mail, which includes the information prescribed by NI 54-101, and a proxy form or voting instruction form from their respective intermediaries. Shareholders should follow the instructions for completion and delivery contained in the proxy or voting instruction form. Shareholders are reminded to review the Circular before voting.

Management of the Corporation does not intend to pay for intermediaries to forward the Notice-and-Access Notification to OBOs (as defined herein) under NI 54-101, and therefore an OBO will not receive the Notice-and-Access Notification unless the OBO's intermediary assumes the cost of delivery.

Shareholders will not receive a paper copy of the Meeting Materials unless they request paper copies from the Corporation. Requests for paper copies of the Meeting Materials must be received at least five (5) business days in advance of the proxy deposit date and time, being 10:00 a.m. on July 2, 2021 and the Corporation will mail the requested materials within three (3) business days of the request. Shareholders with questions about Notice-and-Access may contact the TSX Trust's toll free at 1-866-600-5869 or email tmxinvestorservices@tmx.com.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are officers or directors of the Corporation. A Shareholder desiring to appoint some other person to attend and act on his or her behalf at the Meeting may do so by inserting the name of such person in the blank space provided in the form of proxy or by completing another proper form of proxy and, in either case, delivering the form, via Canada Post or courier service, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the Meeting to the office of TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1. A person appointed as a proxy need not be a Shareholder of the Corporation.

A Shareholder executing the enclosed form of proxy has the right to revoke it under section 110(4) of the OBCA. A Shareholder who has given a proxy may revoke it (a) by depositing an instrument in writing executed by the Shareholder or by his or her attorney authorized in writing, or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized indicating the capacity under which such officer or attorney is signing (i) at the offices of the Transfer Agent at any time up to 5 p.m. (Toronto time) on the last business day preceding the

day of the Meeting or adjournment thereof or with the Chairman of the Meeting on the day of the Meeting or adjournment thereof. A Shareholder may also revoke a proxy in any other manner permitted by law.

ADVICE TO SHAREHOLDERS

The information set forth in this section is of significant importance to many Shareholders of the Corporation, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (referred to in this Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting.

Voting in Person at the Meeting

A registered Shareholder whose name has been provided to the Corporation’s registrar and transfer agent, TSX Trust Company, will appear on a list of Shareholders prepared by the registrar and transfer agent for purposes of the Meeting. To vote in person at the Meeting each registered Shareholder will be required to register for the Meeting by identifying themselves at the registration desk. Beneficial Shareholders must appoint themselves as a proxyholder to vote in person at the Meeting. Please also refer to “Beneficial Shareholders” below.

Voting by Proxy at the Meeting

If a registered Shareholder cannot attend the Meeting but wishes to vote on the resolutions, the registered Shareholder should sign, date and deliver, via Canada Post or courier, the enclosed form of proxy to the Corporation’s registrar and transfer agent, TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1 so it is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof. **The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. A Shareholder giving a proxy can strike out the names of the nominees printed in the accompanying form of proxy and insert the name of another nominee in the space provided, or the Shareholder may complete another form of proxy. A proxy nominee need not be a Shareholder of the Corporation.** A Shareholder giving a proxy has the right to attend the Meeting or appoint someone else to attend as his or her proxy at the Meeting and the proxy submitted earlier can be revoked in the manner described under “Appointment and Revocation of Proxies”.

Beneficial Shareholders

If Common Shares are listed in an account statement provided to the Shareholder by a broker, then in almost all cases those Common Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In many cases, Common Shares owned by a Beneficial Shareholder are registered either:

(a) in the name of an intermediary that the Beneficial Shareholder deals with, in respect of the Common Shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or,

(b) in the name of a depository (such as The Canadian Depository for Securities Limited or “CDS”).

Beneficial Shareholders do not appear on the list of Shareholders of the Corporation maintained by the transfer agent.

In accordance with Canadian securities law, the Corporation has distributed copies of the Notice of Meeting, this Circular and the form of proxy (collectively, the “**meeting materials**”) to CDS and intermediaries for onward distribution to Beneficial Shareholders.

Intermediaries are required to forward meeting materials to Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. Typically, intermediaries will use a service company to forward the meeting materials to Beneficial Shareholders. Beneficial Shareholders will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Beneficial Shareholders to direct the voting of the Common Shares they beneficially own. Beneficial Shareholders should follow the procedures set out below, depending on which type of form they receive.

A. Voting Instruction Form. In most cases, a Beneficial Shareholder will receive, as part of the meeting materials, a voting instruction form. If the Beneficial Shareholder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the holder’s behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form. If a Beneficial Shareholder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Holder’s behalf), the Beneficial Shareholder must complete, sign and return the voting instruction form in accordance with the directions provided and a form of proxy giving the right to attend and vote will be forwarded to the Beneficial Shareholder.

Or,

B. Form of Proxy. Less frequently, a Beneficial Shareholder will receive, as part of the meeting materials, a form of proxy that has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of shares beneficially owned by the Beneficial Shareholder but which is otherwise uncompleted. If the Beneficial Shareholder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the holder’s behalf), the Beneficial Shareholder must complete the form of proxy and deposit it with the Corporation’s registrar and transfer agent, TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, as described above. If a Beneficial Shareholder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the holder’s behalf), the Beneficial Shareholder must strike out the names of the persons named in the proxy and insert the Beneficial Shareholder’s (or such other person’s) name in the blank space provided.

Non-Objecting Beneficial Owners

If you are a non-registered Shareholder and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding Common Shares on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding Common Shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions or form of proxy delivered to you.

VOTING OF SHARES REPRESENTED BY MANAGEMENT PROXIES

The persons named in the enclosed form of proxy will vote the Common Shares in respect of which they are appointed proxy on any ballot that may be called for in accordance with the instructions on the proxy. In the absence of such instructions, such Common Shares will be voted **IN FAVOUR** of each of the resolutions referred to in the proxy.

The form of proxy accompanying this Circular confers discretionary authority upon the persons named in the proxy with respect to amendments to or variations of matters identified in the Notice of Meeting and with respect to other matters, if any, which may properly come before the Meeting. At the date of this Circular, the management of the Corporation knows of no such amendments, variations, or other matters to come before the Meeting. **However, if any other matters, which are not known to management, should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxy.**

INTEREST OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON

The following table sets out the details, as of the date of this Circular, of the current directors and NEOs who beneficially own, directly, or indirectly, or exercise control and direction over Common Shares of the Corporation:

Name	Office Held	Number of Common Shares directly or indirectly held	Approximate Percentage of Outstanding Common Shares
Michael Gaffney ⁽¹⁾	Board Chairman & Chief Executive Officer	844,197	4%
Daniel Hilton ⁽²⁾	Director	55,435	0%
Denis Archambault ⁽³⁾	Director	355,238	2%
Daniel Willis ⁽⁴⁾	Chief Technology Officer	171,706	1%
George Pretli ⁽⁵⁾	Chief Financial Officer	12,399	0%

Notes:

- (1) Mr. Gaffney was appointed Director on October 4, 2016 and appointed Chair and CEO on November 5, 2016.
- (2) Mr. Hilton was appointed interim Chief Financial Officer from August 27, 2015 to February 12, 2018 and remains a Director on the board.
- (3) Mr. Archambault was appointed Director on October 4, 2016
- (4) Mr. Willis was appointed Chief Architect, Vice President Software in January 2009, then appointed President on May 1, 2015; was appointed Chief Executive Officer on November 13, 2015; resigned as Chief Executive Officer and was appointed Vice President and Chief Technology Officer on November 5, 2016.
- (5) Mr. Pretli was appointed Chief Financial Officer and Corporate Secretary on June 4, 2019.

Management is not aware of any material interest in any matter to be acted upon at the Meeting, direct or indirect, by beneficial ownership or otherwise, of any director or senior officer of the Corporation who has held that position at any time since the beginning of the Corporation's last financial year and each associate or affiliate of any of the foregoing.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without par or nominal value. As of the date of this Circular, there are 20,900,996 Common Shares issued and outstanding. Each holder of record of a Common Share on **May 31, 2021**, the record date established for notice of the Meeting, will, unless otherwise specified in this Circular, be entitled to one vote for each Common Share held by such holder on all matters coming before the Meeting, except to the extent that such holder has transferred any such Common Shares after the record date and the transferee of such Common Shares establishes ownership of such Common Shares and makes a written demand, not later than ten days before the Meeting, to be included in the list of Shareholders entitled to vote at the Meeting, in which case the transferee will be entitled to vote such Common Shares at the Meeting.

To the knowledge of the directors and officers of the Corporation, there are no persons who, as of the date hereof, beneficially own, directly or indirectly, or exercise control or direction over Common Shares of the Corporation carrying more than 10% of the voting rights attached to all Common Shares of the Corporation.

ELECTION OF DIRECTORS

The Articles of the Corporation provide that the number of directors shall be a minimum of one and a maximum of ten. The Board normally consists of six directors, all of whom are elected annually but the Board currently consists of four directors. It is proposed that the four persons listed below will be nominated at the Meeting. Each director elected will serve until the next annual meeting, or until their respective successors have been elected or appointed. **Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote for the election of said persons to the Board. Management does not contemplate that any of the nominees will be unable to serve as a director; however, if, for any reason, any of the proposed nominees do not stand for election or are unable to serve as such, proxies in favour of management designees will be voted for another nominee in their discretion**

unless the Shareholder has specified in his or her proxy that his or her shares are to be withheld from voting in the election of directors.

The following are the names and municipalities of residence of the proposed directors, their respective age, relevant educational backgrounds, positions and offices with the Corporation, principal occupations during the last five years and their respective holdings of Common Shares:

Name, Municipality of Residence	Age	Relevant Educational Background	Office	Principal Occupation and Positions During Last Five Years (Principal Business of Organization)	Common Shares Beneficially Owned or Controlled
Michael Gaffney Calabogie, Ontario Canada	67	BSc (Health Sciences), University of Ottawa; MBA Concordia University	Chair & CEO since November 5, 2016	Chair and CEO of since November 5, 2016. Chair of Intouch Insight Systems (TSXV:INX) since July 2013, CEO & Director of Intouch since August 2004.	844,197
Daniel Willis Smiths Falls, Ontario Canada	60	B.Sc, (Honours) Queens University	Vice President and Chief Technology Officer November 5, 2016	Vice President and CTO since November 5, 2016. CEO from November 13, 2015 to November 5, 2016. President and CTO from February 2014 to November 5, 2016.	171,706
Denis Archambault Ottawa, Ontario Canada	57	BBA, University of Ottawa.	Director since October 4, 2016	President of DMAC Group Inc. a private investment and real estate company that acquires, self-manages, finances various real estate endeavours and performs consultations for lenders, pension fund managers and real estate portfolio owners.	355,238

Name, Municipality of Residence	Age	Relevant Educational Background	Office	Principal Occupation and Positions During Last Five Years (Principal Business of Organization)	Common Shares Beneficially Owned or Controlled
Daniel Hilton Ottawa, Ontario Canada ⁽¹⁾	53	B Comm, University of Ottawa, MBA Queen's University; MBA Cornell University; Chartered Accountant	Director since December 30, 2008	Chief Financial Officer of Fully Managed Inc. (formerly CareWorx) since April 2017; Director of Fully Managed Inc. (formerly CareWorx) since July 2013; Director of Clarity IOT Services & Technology Inc. since January 2017; Director of UPSnap Inc. since September 2017; Chief Financial Officer and Corporate Secretary of Datawind Inc. from January 2014 to November 2016; Director, Green Swan Capital Corp. since October 2008; Director of Sunora Foods Inc. from March 2011 to 2015.	55,435

As a group, the above-listed directors of the Corporation, if elected, will exercise control or direction over 1,426,576 Common Shares and are currently entitled to a total of 1,589,965 Common Share purchase options & warrants.

Each director will hold office until the next meeting of shareholders at which time any or all of the directors may be elected to hold office for a term expiring no later than the close of the next annual meeting of shareholders. The directors and officers of the Corporation will devote the time required to achieve the goals of the Corporation. Time actually spent may vary according to the needs of the Corporation.

AUDIT COMMITTEE

Audit Committee's Charter

The Corporation's Audit Committee is governed by a charter, a copy of which is attached as Exhibit "1" to this Circular.

Composition of the Audit Committee

Pursuant to the provisions of the OBCA and of applicable securities regulations, the Corporation is required to have an audit committee. The audit committee of the Corporation currently consists of Denis Archambault, Michael Gaffney, and Daniel Hilton. The three committee members meet the requirements of "financial literacy" set forth in National Instrument 52-110 ("NI 52-110"). Mr. Archambault is the Audit Committee chairman and meets the requirements of "independence" set forth in NI 52-110. Mr. Gaffney is not considered to be independent as he is the Chairman and CEO. Mr. Hilton meets the requirements of "independence" set forth in NI 52-110. The Corporation is relying upon the exemption in Section 6.1 of NI 52-110, which provides that the Corporation, as a "venture issuer", is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

In the financial year ending on December 31, 2020 the Corporation has not relied upon any exemptions to NI 52-110, other than as set out previously in this section. There have been no instances where the Board has not adopted the Audit Committee's recommendations in the financial year ending on December 31, 2020. The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services. Please see "Audit Fees" for details of the Corporation's external auditor service fees by category.

A brief description of the relevant education and experience of each member of the Audit Committee is set out hereafter.

Denis Archambault

Denis Archambault is not an executive officer, employee, or control person of the Corporation. He holds a Bachelor of Business Administration from the University of Ottawa and held for over 25 years, professional designations in the Real Estate Industry. Mr. Archambault has served on the National Board of the Real Estate Institute of Canada along with appointments on its Finance Committee and currently serves on the board of a hotel and multi use property in South Florida. He also currently serves on a finance committee of a pension fund located in Montreal. Mr. Archambault was a Senior Commercial Loan Account Manager for a Montreal Trust Company in Ottawa. He also served as Director of Finance and development co-ordinator for a major real estate developer/owner in the Ottawa area where his duties included strategic mortgage analysis, acquisitions, and development of a varied portfolio of real estate assets. He was also dean of faculty for the finance program for the Real Estate Institute of Canada for over 20 years. He is presently president of DMAC Group Inc. an investment company that acquires, self-manages, finances, develops various real estate endeavours and performs consultations & training for lenders, pension fund managers and real estate portfolio owners. Mr. Archambault, also performs various seminars relating to mortgage financing and real estate investment analysis, is fluently bilingual, and is based in Ottawa.

Michael Gaffney

Michael Gaffney is a serial entrepreneur, CEO and board member with over 32 years of experience in technology (software, semiconductors, telecommunications, eLearning, mobile) and services companies. He brings a wealth of expertise with particular strengths in marketing, product design, product innovation, mergers and acquisitions, public financings (IPO's), private placements, venture capital and business strategy.

Since 2013 Michael has been Chairman of Intouch Insight Inc. an AI, mobile data capture software and services company. Michael took over Intouch as CEO in 2004 when it was bankrupt. He stepped down as CEO in 2013 but remained as Executive Chair until 2019 and now as the Chair of the board and is still involved in M&A and investor relations for the company. During his tenure, Intouch has successfully acquired and integrated five companies.

In 2002 Michael co-founded ENQ Semiconductor and became its CEO and secured a ten million USD 'A' round financing led by United States Venture Partners (USVP) from Palo Alto, CA. The new investors installed a CEO with a deep semiconductor background and Michael moved on to start the turnaround at Intouch.

In 2002, before founding ENQ Semiconductor, Michael co-founded and was CEO of a company called BluFyre One - a Capital Pool company on the Exchange. After twelve months the company was successful in acquiring a gold mining company with assets in Mexico. The new company was called Soltoro and was later sold to a larger mining company.

Between 1996 and 2001 Michael founded Learnsoft Corporation which went on to create the world's first private online university which was subsequently sold in 2001. Prior to Learnsoft Michael was a Vice President at Newbridge Networks.

Daniel Hilton

Mr. Hilton was the interim Chief Financial Officer of the Corporation between August 27, 2015 and February 12, 2018. He is a Chartered Accountant with a broad range of experience in strategic planning and leadership of finance and operations. He has served on the Board since its inception in 2008. Mr. Hilton is currently Chief Financial Officer of Fully Managed (formerly CareWorx Corporation), is a Director of UPSnap Inc., and was formerly the Chief Financial Officer & Corporate Secretary at Datawind Ltd. He served as Executive Director of the Conservative Party of Canada from 2009 to 2013 and, prior to that, Director of Finance and Administration, Research and Development for World Heart Corporation and a co-founder and Chief Financial Officer of Kids Futures Ltd., a national loyalty program, which in December of 2005 became a publicly traded entity on the Exchange. Mr. Hilton was formerly the Vice-President Finance and Technology and Senior Vice-President, Corporate Development & Administration of Enablence Technologies Inc., a publicly traded entity on the Exchange. Mr. Hilton earned his undergraduate business degree from the University of Ottawa and earned his professional designation with the firm Deloitte & Touche LLP. Mr. Hilton holds graduate business degrees from both Queen's University and Cornell University.

Audit Committee Oversight

At no time since the commencement of the financial year ending December 31, 2020 have any recommendations by the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the financial year ending December 31, 2020 has the Corporation relied on the exemption in section 2.4 of NI 52-110 respecting *de minimis* non-audit services, or an exemption from NI 52-110, in whole or in part, granted under part eight (8) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee may delegate to one or more independent members the authority to pre-approve non-audit services, so long as the pre-approval is presented to the full Audit Committee at its first scheduled meeting following such pre-approval.

External Auditor

The current auditors of the Corporation are MNP LLP, 800 – 1600 Carling Ave., Ottawa Ontario. MNP LLP was appointed as auditor on December 20, 2016. Previously, Deloitte LLP had been auditors of the Corporation since December 30, 2008.

Audit Fees

The following table sets out the fees billed to the Corporation by the external auditor for the past two fiscal years. All dollar amounts in this table are expressed in Canadian dollars:

	Year ending December 31, 2020	Year ending December 31, 2019
Audit Fees	\$87,740	\$55,000
Audit-Related Fees	\$0	\$0
Tax Fees	\$12,165 ⁽¹⁾	\$19,025
All Other Fees	\$27,499 ⁽²⁾	\$0

Notes:

(1) For preparation of corporate tax returns

(2) For prospectus consent and comfort and interim review services

CORPORATE GOVERNANCE

Board of Directors

The rules of corporate governance adopted by the Corporation establish that the Board of Directors (the “**Board**”) is responsible for the management of the Corporation, including the identification of long-term goals and corporate strategies, the main risks associated with its business and the setting up of risk management and control mechanisms, succession planning, the establishment of a communication policy and the efficiency and integrity of the internal control system and the release of financial information of the Corporation. The Board discharges its responsibilities directly and through its committees, which currently consists of an audit committee (the “**Audit Committee**”) and a compensation committee (the “**Compensation Committee**”).

All Board members, with the exception of Mr. Gaffney, who is Chief Executive Officer and Mr. Daniel Willis, who is Vice President and Chief Technology Officer are independent within the meaning of section 1.4 of NI 52-110. The Board facilitates its exercise of independent supervision over management by in-camera meetings of independent directors as necessary.

Directorships

The following directors of the Corporation are also currently, or have been within the last five (5) years, directors, officers, or promoters of other reporting issuers:

Name	Name of Reporting Issuer	Name of Exchange or Market (as applicable)	Position	From	To
Michael Gaffney	Intouch Insight Inc.	TSXV	Chair & Director	2004	Present
Daniel Hilton	UPSnap Inc.	TSXV	Director	September 2017	Present
	Datawind Inc.	TSX	Chief Financial Officer	January 2014	November 2016

Orientation and Continuing Education

To orient new directors regarding the role of the Board, its committees and directors, and the business and operations of the Corporation, all potential new directors are given the opportunity to meet with the Chief Executive Officer and other directors to ask questions and become familiar with the Corporation prior to being elected as a director.

New directors are also presented with information packages prepared by management which include incorporation documents, committee charters, position descriptions, the policies of the

Corporation and summaries on the existing operations of the Corporation, the industries it is serving and its ongoing strategic initiative, as applicable.

Ethical Business Conduct

The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to employees, officers and directors to help them recognize and deal with ethical issues; promoting a culture of open communication, honesty and accountability; and ensuring awareness of disciplinary action for violations of ethical business conduct.

Nomination of Directors

The Board is responsible for identifying new candidates for nomination to the Board. The process by which the Board identifies new candidates is through recommendations from Board members based on corporate law and regulatory requirements as well as relevant education and experience related to the Corporation's business.

Compensation

Please see "Executive Compensation" for a discussion of Chief Executive Officer and director compensation.

Other Board Committees

The Corporation also has a Compensation Committee. Please see "Executive Compensation" for a description of the Compensation Committee.

Board Assessments

The Board, its Audit and Compensation Committees and its individual directors are assessed regularly as to their effectiveness and contribution. In addition, the Chair encourages discussion amongst the Board or the committee members to evaluate their own effectiveness over the course of the year. All directors and committee members are encouraged to make suggestions to improve the practice of the Board and its committees.

Corporate Cease Trade Orders or Bankruptcies

Except as set out below, none of our directors or executive officers is, as at the date of this annual information form, or has been within 10 years before the date of this annual information form, a director, chief executive officer or chief financial officer of any company that, while that person was acting in that capacity, or after that person ceased to act in such capacity but resulting from an event that occurred while that person was acting in such capacity, was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation in each case for a period of more than 30 consecutive days.

Messrs. Hilton was a director and Willis was President and CEO of the Corporation when the Corporation was unable to file its annual financial statements for the fiscal year ended December

31, 2015 and its quarterly filing statements for the first quarter of the fiscal year ending on December 31, 2016 within the statutory filing deadlines for such documents. As a result, the Corporation was subject to cease trade orders issued by the Ontario Securities Commission, the British Columbia Securities Commission and the Alberta Securities Commissions (the "Commissions"). The Corporation cured all of its outstanding filing defaults and was reinstated for trading as of August 29, 2016.

None of our directors, or executive officers, or to our knowledge, our shareholders holding a sufficient number of securities to affect materially the control of our Company (i) is as at the date of this annual information form, or has been within ten years before the date of this annual information form, a director or executive officer of any company (including us) that, while that person was acting in that capacity, or within a year of that person ceasing to act in such capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has, within ten years before the date of this annual information form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of such director, executive officer or shareholder.

Penalties or Sanctions

None of the directors, officers, insiders or promoters of the Corporation, or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, 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 or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

None of the directors, officers, insiders or promoters of the Corporation, nor a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, nor a personal holding company of any such persons has, within the past 10 years before the date of this prospectus, become bankrupt, made a proposal under bankruptcy or insolvency legislation or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Conflicts of Interest

There may from time to time be potential conflicts of interest to which some of the directors, officers, insiders and promoters of the Corporation will be subject in connection with the operations of the Corporation. Conflicts, if any, will be subject to the procedures and remedies provided for under the OBCA.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Introduction

This compensation discussion and analysis (“**CD&A**”) provides an overview of the Corporation’s executive compensation program together with a description of the material factors underlying the decisions which resulted in the compensation provided in 2020 to the Corporation’s Chief Executive Officer (“**CEO**”), Chief Financial Officer (“**CFO**”) and any other NEOs, as defined in National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”), as presented in the tables which follow this CD&A. To the extent this CD&A contains statements regarding future individual and Corporation performance targets and goals, these target and goals are disclosed in the limited context of the Corporation’s compensation programs and should not be understood to be statements of management’s expectations or estimates of financial results or other guidance. Management of the Corporation specifically cautions investors not to apply these statements to other contexts.

The Board has overall responsibility for determining and implementing the Corporation’s philosophy with respect to executive compensation. The Board makes all compensation decisions for the NEOs. Decisions regarding the compensation of other employees are made by the CEO. The Corporation does not use benchmarking or performance goals in determining executive compensation. The Corporation has not retained compensation consultants to advise on executive compensation. The Corporation does not anticipate making any significant changes to its compensation policies and practices in the next financial year.

Compensation Philosophy and Objectives

The Corporation’s compensation program is designed to attract, motivate, reward and retain the personnel required to achieve the Corporation’s business goals and objectives.

The Corporation’s compensation objectives are as follows:

1. Attract, retain and compensate talented executives in a highly competitive business environment;
2. Evaluate each executive officer position on the following factors and provide a base salary based on:
 - a. the individual’s demonstrated ability to perform the role.
 - b. skill requirements.
 - c. level of responsibility; and
 - d. market value of the role.
3. Compensate executives in a way that creates sustained shareholder value by linking long-term incentives to growth in shareholder value.

Risk Oversight

The Board considers the implications of the risks associated with the Corporation’s

compensation policies and practices as part of its ongoing consideration of those policies and practices. Among other considerations, the Board:

- a. considers whether the Corporation's compensation policies and practices are structurally different within various divisions of the Corporation.
- b. considers whether compensation policies and practices for certain executive officers are structured significantly differently from other executive officers within the Corporation.
- c. ensures that any performance metrics that may be set include effective risk management and regulatory compliance procedures.
- d. monitors areas where compensation policies and practices may result in compensation to executive officers being a significant percentage of the Corporation's revenue once revenue is achieved.
- e. ensures that compensation policies and practices do not vary significantly from the Corporation's overall compensation structure.
- f. ensures that incentive plan award periods based on specific tasks are matched to the risk period associated with that task.
- g. ensures that compensation policies and practices do not emphasize short term goals over long term goals and objectives; and
- h. ensures that incentive plan awards provide for a maximum benefit or payout limit.

Based on its consideration of the foregoing and other issues in the past year, the Board has not identified any risks in the Corporation's compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

Equity Requirements

The Corporation currently does not require directors or executives to own a particular number of Common Shares. The Board is satisfied that stock and option holdings among the directors and officers are sufficient at this time to provide motivation and to align this group's interests with those of Shareholders.

The Corporation does not have a policy that forbids directors or NEOs from purchasing 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 an NEO or director.

Components of Executive Compensation

Executive compensation for NEOs consists of two (2) elements: base salary and long-term incentives (stock options). The relative proportion of each element of compensation is aligned with the executive's responsibility and ability to influence business results. The incentive

opportunity is established by the Board.

The two elements of executive compensation are described in further detail below:

1. **Base Salary** – Base salary provides a fixed level of income based on an individual’s demonstrated ability to perform the role, the market value for the role and also having regard to the incumbent’s responsibilities, years of service, potential for advancement and performance.
2. **Stock Option Plan** – In order to give employees, officers, and directors a long-term incentive, the Corporation has an employee stock option plan (the “**Option Plan**”). The Option Plan awards options to acquire common shares of the Corporation, and forms part of the Corporation’s executive and employee compensation program. The Corporation awards options to certain consultants as well. Readers should be aware that gains realized from stock option exercises and stock sales in a given year may be the result of options granted over many years and may reflect several years’ appreciation of the underlying shares.
3. **Restricted Share Unit Plan** - On May 9, 2017, the Board approved the adoption by the Corporation of a restricted share unit plan (the “RSU Plan”). The RSU Plan is designed to promote the alignment of interests among employees, directors, executive officers, and Shareholders of the Corporation.

Share-based and Option-Based Awards

All option-based awards to executives are made pursuant to the provisions of the Option Plan. The Board makes all decisions regarding awards to NEOs. Decisions regarding awards to other employees and consultants or amendments to the Option Plan are made by the CEO in consultation with the Board. In all cases, decisions regarding option-based awards take into account any previous grants of option-based awards to the individuals concerned that may have occurred. In addition, the Corporation has adopted the RSU Plan. Decisions regarding the grant of restricted share units under the RSU Plan are made by the Board. To date no grant has been made under the RSU Plan. The Corporation does not have any other share-based awards plan.

Compensation Governance

The Corporation has established a Compensation Committee to determine compensation for the Corporation’s directors and executive officers. In fulfilling its responsibilities, the Compensation Committee is responsible for the following:

- Overseeing the Corporation’s compensation and benefits policies.
- Establishing performance criteria, evaluating performance, and setting compensation for the Corporation’s Chief Executive Officer.
- Reviewing the performance criteria, evaluation, and compensation recommendation for the Corporation’s NEOs, excluding the Chief Executive Officer.
- Reviewing and identifying risks arising from the Corporation’s compensation policies and, if considered necessary, recommending appropriate risk mitigation policies and practices to the Board.

- Making recommendations to the Board regarding the compensation to be provided to directors of the Corporation.
- Reviewing the Corporation's management succession plan; and
- Reviewing compensation related disclosure to be filed or submitted by the Corporation pursuant to applicable laws.

The Compensation Committee currently consists of Denis Archambault and Daniel Hilton. The committee members meet the requirements of "independence" set forth in NI 52-110.

A brief description of the education and experience of Mr. Archambault and Mr. Hilton may be found in the "Audit Committee" section.

Neither the Corporation nor the Compensation Committee has retained any compensation consultant or advisor to advise the Corporation, the Board or the Compensation Committee at any time.

Summary Compensation Table

The following table illustrates the compensation the Corporation paid to the NEOs of the Corporation for the financial year ended December 31, 2020. All dollar amounts in this table are expressed in Canadian dollars:

Name and Principal Position	Year ended December 31	Salary (\$)	Share Based Awards	Option Based Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$)		Pension Value ⁽³⁾	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long Term Incentive Plans ⁽²⁾			
Michael Gaffney, Chief Executive Officer ⁽⁴⁾⁽⁵⁾⁽⁶⁾	2020	120,000	NIL	1,241	NIL	NIL	NIL	NIL	121,241
	2019	197,000	NIL	NIL	NIL	NIL	NIL	NIL	197,000
	2018	204,000	NIL	NIL	NIL	NIL	NIL	NIL	204,000
Daniel Willis, Chief Technology Officer ⁽⁷⁾⁽⁸⁾	2020	133,312	NIL	2,817	NIL	NIL	NIL	NIL	136,129
	2019	200,000	NIL	4,004	NIL	NIL	NIL	NIL	204,004
	2018	200,000	NIL	NIL	NIL	NIL	NIL	300,000 ⁽⁸⁾	500,000
George Pretli, Chief Financial Officer ⁽¹⁰⁾	2019	87,325	NIL	1,731	NIL	NIL	NIL	NIL	89,056
	2019	45,000	NIL	2,670	NIL	NIL	NIL	NIL	61,003

Name and Principal Position	Year ended December 31	Salary (\$)	Share Based Awards	Option Based Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$)		Pension Value ⁽³⁾	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long Term Incentive Plans ⁽²⁾			
Christopher Benk, Chief Financial Officer ⁽⁹⁾	2020	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	2019	58,333	NIL	NIL	NIL	NIL	NIL	NIL	58,333
	2018	124,630	NIL	55,930	NIL	NIL	NIL	NIL	180,560

Notes:

- (1) This amount represents the value of the options awarded as compensation. The dollar amount in this column represents the value of the awarded options, using a valuation methodology (the Black-Scholes model) as identified in IFRS 2 – Share-Based Payment, as calculated for accounting purposes and as reflected in the Corporation's financial statements. The values in this table differ from those in the financial statements as the table values reflect the individual fair value of the grants, whereas the financial statements values reflect the same value in total.
- (2) The Corporation does not have a long-term incentive plan other than the Option Plan and the RSU Plan.
- (3) The Corporation does not have a pension plan.
- (4) Mr. Gaffney was appointed Chief Executive Officer on November 5, 2016 with a nominal annual contracted salary of \$220,000 with 50% to be paid in cash and the balance in stock options. Prior to this he was providing consulting services in 2016 for which he was remunerated \$120,000.
- (5) Mr. Gaffney's contract was updated on November 29, 2017, with an annual salary of \$204,000 plus a 0.5% bonus on 2017 and 2018 financings and a 5% bonus on 2018 deposited revenues from customers.
- (6) Mr. Gaffney's contract was updated on December 1, 2019, when Mr. Gaffney took a voluntary temporary annual salary reduction to \$120,000 from \$204,000 to assist with cash flow.
- (7) Mr. Willis was appointed President on May 1, 2015 and was appointed Chief Executive Officer on November 13, 2015. Mr. Willis resigned as Chief Executive Officer and was appointed Chief Technology Officer on November 5, 2016.
- (8) Mr. Willis annual salary while Chief Executive Officer was \$300,000. On September 30, 2017 Mr. Willis' salary was updated to \$200,000. Outstanding salary owed to Mr. Willis from during the period from 2010 – 2016 was paid for as a settlement.
- (9) Mr. Benk was appointed VP Finance & Chief Financial Officer on February 12, 2018 with an annual salary of \$140,000. Mr. Benk left the Company on May 31, 2019.
- (10) Mr. Pretli was appointed Chief Financial Officer and Corporate Secretary on June 4, 2019 on a half-time basis contracted at an annual salary of \$84,000.Amount may vary based on actual time spent.

Narrative Discussion

On November 29, 2019 Chief Executive Officer and Chairman, Michael Gaffney's employment contract was updated to provide an annual salary of \$120,000 until such time that the Corporation is cash flow positive from operations.

On September 30, 2017, Chief Technology Officer, Daniel Willis' employment contract was updated to provide an annual salary of \$200,000 CAD. Prior to this contract update Daniel Willis provided an annual salary of \$300,000 USD.

On February 12, 2018, VP Finance & Chief Financial Officer, Christopher Benk, was employed with an annual salary of \$140,000. Prior to Mr. Benk's employment, the role of interim Chief

Financial Officer was performed by Daniel Hilton on a *pro bono* basis while concurrently serving on the Board of Directors.

On May 31, 2019, VP Finance & Chief Financial Officer, Christopher Benk, left the Corporation and on June 4, 2019, Mr. George Pretli was appointed Chief Financial Officer on a half-time basis and provided a contract based on an annual salary of \$84,000 (may vary based on actual time spent).

Incentive Plan Awards

Outstanding share-based awards and option-based awards

The following table sets out all outstanding share-based awards and option-based awards made to the NEOs as at the end of the financial year ended on December 31, 2020.

OPTION BASED AWARDS					SHARE BASED AWARDS ⁽²⁾		
Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Prices (\$)	Option Expiration Date	Value of Unexercised in-the-money Options (\$) ⁽¹⁾	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-based Awards that have not Vested (\$)	Market or Payout Value of Share-based Awards not paid out or distributed (\$)
Michael Gaffney, Chairman & Chief Executive Officer ⁽³⁾	266,667	1.50	December 31, 2021	Nil	Nil	Nil	Nil
	150,048	0.475	December 8, 2025	Nil			
Daniel Willis, Chief Technology Officer President & CEO ⁽⁴⁾	10,000	1.80	July 2, 2024	Nil	Nil	Nil	Nil
	96,686	0.475	December 8, 2025	Nil			
George Pretli, Chief Financial Officer ⁽⁵⁾	6,667	1.80	July 2, 2024	Nil	Nil	Nil	Nil
	46,686	0.475	December 8, 2025				

Notes:

- (1) Value is calculated based upon the difference between the option exercise price and the Corporation's share price of \$0.42 as at December 31, 2020.
- (2) The Corporation does not have a Share Based Awards plan.
- (3) Mr. Gaffney was appointed Chief Executive Officer on November 5, 2016.
- (4) Mr. Willis was appointed President on May 1, 2015 and was appointed Chief Executive Officer on November 13, 2015. Mr. Willis resigned as Chief Executive Officer and was appointed Chief Technology Officer on November 5, 2016.
- (5) Mr. Pretli was appointed Chief Financial Officer and Corporate Secretary on June 4, 2019.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out the value of incentive-based awards awarded to the NEOs as at the

financial year ended December 31, 2020. All dollar amounts in this table are expressed in United States Dollars:

Name	Option-based Awards – Value Vested During the Year (\$) ⁽¹⁾	Share-based Awards - Value Vested During the Year (\$) ⁽¹⁾	Non-equity Incentive Plan Compensation – Value Earned During the Year (\$) ⁽¹⁾
Michael Gaffney, CEO ⁽²⁾	NIL	NIL	NIL
Daniel Willis, Chief Technology Officer ⁽³⁾	NIL	NIL	NIL
George Pretli, Chief Financial Officer ⁽⁴⁾	NIL	NIL	NIL

Notes:

- (1) The dollar amount in this column represents the amount that would have been realized if the option-based award had been exercised on the vesting date. The closing price on the Exchange was used for calculating the value vested.
- (2) Mr. Gaffney was appointed Chief Executive Officer on November 5, 2016
- (3) Mr. Willis was appointed President on May 1, 2015 and was appointed Chief Executive Officer on November 13, 2016, resigned as CEO on November 5, 2016 and was appointed Chief Technology Officer on the same day.
- (4) Mr. Pretli was appointed Chief Financial Officer & Corporate Secretary on June 4, 2019.

Narrative Discussion

NEOs are eligible for awards of options pursuant to the Option Plan. The Corporation does not have any share-based award plans for NEOs, directors or employees.

Pension Plan Benefits

The Corporation does not have any plans that provide for payment or benefits to NEOs, directors or employees at, following, or in connection with retirement. The Corporation does not have any deferred compensation plan relating to its NEOs, officers or employees.

Termination and Change of Control Benefits

As at December 31, 2020, employment contracts with Michael Gaffney, Chairman and CEO, and with Daniel Willis, CTO, and with George Pretli, CFO, did not include any compensatory plan or arrangement where a NEO is entitled to receive any compensation from the Corporation in the event of the resignation, retirement or any other termination of employment of a NEO or from a change of control of the Corporation.

Compensation of Directors

Director Compensation Table

The following table sets out the amounts of compensation provided to directors for the Corporation's most recently completed financial year. All dollar amounts in this table are expressed in Canadian dollars:

	Fees Earned (\$)⁽¹⁾	Share Based Awards (\$)	Option Based Awards (\$)⁽²⁾	Non –equity Incentive Plan Compensation (\$)	Pension Value (\$)⁽⁴⁾	All Other Compensation (\$)	Total Compensation (\$)
Michael Gaffney ⁽⁵⁾	NIL ⁽³⁾	Nil	NIL ⁽³⁾	Nil	Nil	Nil	NIL ⁽³⁾
Daniel Hilton ⁽⁷⁾	21,500	Nil	1,959	Nil	Nil	Nil	23,459
Denis Archambault ⁽⁶⁾	24,000	Nil	1,698	Nil	Nil	Nil	25,698
David Chow ⁽⁸⁾	10,000	Nil	Nil	Nil	Nil	Nil	10,000
Daniel Willis ⁽⁹⁾	11,000	Nil	2,817	Nil	Nil	Nil	13,817

Notes:

- (1) This column represents annual non-employee director fees, committee chairman fees and other committee member fees earned in 2016.
- (2) This amount represents the value of the options awarded as compensation. The dollar amount in this column represents the value of the awarded options, using a valuation methodology (the Black-Scholes model) as identified in IFRS 2 – Share-Based Payment, as calculated for accounting purposes and as reflected in the Corporation's financial statements. The values in this table differ from those in the financial statements as the table values reflect the individual fair value of the grants, whereas the financial statements values reflect the same value in total.
- (3) Please refer to the Summary Compensation Table for information on options granted to and total compensation of employee directors (Mr. Michael Gaffney). Mr. Gaffney was appointed Chief Executive Officer on November 5, 2016. Employees of the Corporation do not receive additional compensation for acting as directors.
- (4) The Corporation does not have a pension plan.
- (5) Michael Gaffney was appointed to the board on October 4, 2016
- (6) Denis Archambault was appointed to the board on October 4, 2016
- (7) Daniel Hilton was appointed to the board on December 30, 2008
- (8) David Chow was appointed to the board on November 5, 2016. Mr. Chow left the board on July 30, 2020
- (9) Daniel Willis was appointed to the board on July 30, 2020

Narrative Discussion

As at December 31, 2020, none of the directors of the Corporation earned or were paid any compensation for their services as directors of the Corporation or in any other capacity except as otherwise disclosed herein.

Share-based Awards, Option-based Awards and non-equity incentive plan compensation

The following table sets out the outstanding share-based awards and option-based awards to directors at the end of the fiscal year ended December 31, 2020.

OPTION BASED AWARDS					SHARE BASED AWARDS ⁽²⁾		
Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Prices (\$)	Option Expiration Date	Value of Unexercised in-the-money Options (\$) ⁽¹⁾	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-based Awards that have not Vested (\$)	Market or Payout Value of Share-based Awards not paid put or distributed (\$)
Michael Gaffney ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Daniel Hilton	46,667	1.50	December 31, 2021	Nil	Nil	Nil	Nil
	1,667	4.50	June 3, 2023	Nil			
	3,333	1.80	July 2, 2024	Nil			
	103,540	0.475	December 8, 2025	Nil			
Denis Archambault	8,317	1.50	December 31, 2021	Nil	Nil	Nil	Nil
	1,667	4.50	June 3, 2023	Nil			
	3,333	1.80	July 2, 2024	Nil			
	98,040	0.475	December 8, 2025	Nil			
Daniel Willis	10,000	1.80	July 2, 2024	Nil	Nil	Nil	Nil
	96,686	0.475	December 8, 2025	Nil			

Notes:

- (1) Value is calculated based upon the difference between the option exercise price and the Corporation's share price of \$0.42 as at December 31, 2020.
- (2) The Corporation does not have a Share Based Awards plan.
- (3) Please refer to the Summary Compensation and the Outstanding Share-based Awards and Option-based Awards Tables for NEOs for information on options granted to and total compensation of employee directors (Mr. Michael Gaffney).

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out the value of incentive-based awards awarded to directors during the fiscal year ended December 31, 2020. All dollar amounts in this table are expressed in Canadian dollars:

Name	Option-based Awards – Value Vested During the Year (\$) ⁽¹⁾	Share-based Awards - Value Vested During the Year (\$) ⁽²⁾	Non-equity Incentive Plan Compensation – Value Earned During the Year (\$)
Michael Gaffney	Nil ⁽³⁾	Nil	Nil

Name	Option-based Awards – Value Vested During the Year (\$) ⁽¹⁾	Share-based Awards - Value Vested During the Year (\$) ⁽²⁾	Non-equity Incentive Plan Compensation – Value Earned During the Year (\$)
Daniel Hilton	Nil	Nil	Nil
David Chow	Nil	Nil	Nil
Denis Archambault	Nil	Nil	Nil

Notes:

- (1) The dollar amount in this column represents the amount that would have been realized if the option-based award had been exercised on the vesting date. The closing price on the Exchange was used for calculating the value vested.
- (2) The Corporation does not have a Share Based Awards plan, except the RSU Plan, which no grants have been issued under.
- (3) Please refer to the Summary Compensation and the Outstanding Share-based Awards and Option-based Awards Tables for NEOs for information on options granted to and total compensation of employee directors (Mr. Michael Gaffney).

Narrative Discussion

Directors are eligible for awards of options pursuant to the Option Plan. The exercise price of any stock option granted to directors is based on the fair market value as determined by the Board on the date of grant. All option grants to directors are made in accordance with the policies and procedures of the Option Plan. The Corporation does not have any share-based award plans for Named Executive Officers, directors, or employees other than the RSU Plan.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Corporation established and adopted an incentive Option Plan on January 13, 2009. The Option Plan was confirmed without change at the annual meeting held on July 30, 2020. The Option Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Corporation and thereby encourage their continuing association with the Corporation. The Option Plan is administered by the directors of the Corporation. The Option Plan provides that the maximum number of Common Shares that may be issued under the Option Plan shall be 10% of the issued and outstanding Common Shares of the Corporation on the date of grant of the option. The term of each option is determined on an individual basis but can be no more than five (5) years from the date of grant thereof.

The following table sets out information concerning the Corporation's compensation plans (including the Option Plan) under which equity securities of the Corporation are authorized for issuance, as at the end of the Corporation's most recent fiscal year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾	Weighted-average exercise price of outstanding options, warrants and rights ⁽¹⁾	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plan approved by shareholders	1,475,742	\$1.91	513,926
Equity compensation plans not approved by security holders	Nil	Nil	Nil
TOTAL:	1,475,742		513,926

Notes:

- (1) The only securities outstanding in respect of equity compensation plans are the options issued pursuant to the Option Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer or other officer of the Corporation, or any associate of any such director or officer is, or has been at any time since the beginning of the most recently completed financial year of the Corporation, indebted to the Corporation nor is, or at any time since the incorporation of the Corporation has, any indebtedness of any such person been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Management is not aware of any material interest in any matter to be acted upon at the Meeting, or any transaction since the commencement of the financial year end December 31, 2020, direct or indirect, of any director or officer of the Corporation or of any person beneficially owning, directly or indirectly, more than ten percent (10%) of the Corporation's voting securities or any associate or affiliate thereof, that has materially affected or would materially affect the Corporation or any of its subsidiaries, other than as disclosed elsewhere in this Circular.

APPOINTMENT OF AUDITOR

MNP LLP have been the auditors of the Corporation since December 20, 2016.

The Shareholders will be asked at the meeting to vote for the appointment MNP LLP, Chartered Professional Accountants, as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration.

The management designees, if named as proxy, intend to vote the Common Shares represented by any such proxy FOR the appointment of MNP LLP, Chartered Professional Accountants, as auditors of the Corporation at a remuneration to be fixed by the board of directors, unless a Shareholder of the Corporation has specified in the shareholder's proxy that the Shareholder's Common Shares are to be withheld from voting on the appointment of auditors.

APPROVAL OF STOCK OPTION PLAN

It is the policy of the Exchange that all listed corporations obtain shareholder approval yearly of their stock option plan if, as with the Corporation, such a plan is a "rolling plan". Rolling plans provide that the aggregate number of shares issuable upon exercise of options granted thereunder shall not exceed a maximum percentage of the total number of outstanding shares at the time the options are granted. In accordance with this policy, Shareholders are being asked to consider and, if deemed advisable, approve the Corporation's Option Plan.

The Option Plan was approved by Shareholders at the annual meeting held on July 30, 2020.

The Option Plan provides that the board of directors of the Corporation may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation, or any subsidiary of the Corporation, the option to purchase Common Shares. The Option Plan provides for a floating maximum limit of 10% of the outstanding Common Shares, as permitted by the Policies of the Exchange. This represents 2,090,096 options, as at the date hereof, available under the Option Plan. As of the date of this Circular, 961,817 options are outstanding, representing approximately 46% of the options available for issuance. Under the Option Plan, the number of Common Shares reserved for any one person may not exceed 5% of the outstanding Common Shares in any twelve-month period. The board of directors determines the price per Common Share and the number of Common Shares that may be allotted to each director, officer, employee and consultant and all other terms and conditions of the options, subject to the rules of the Exchange. The exercise price per Common Share set by the directors is subject to minimum pricing restrictions set by the Exchange.

Options may be exercisable for up to five years from the date of grant, but the board of directors has the discretion to grant options that are exercisable for a shorter period. Options under the Option Plan are non-assignable. If prior to the exercise of an option, the holder ceases to be a director, officer, employee or consultant, the option shall be limited to the number of Common Shares purchasable by him immediately prior to the time of his cessation of office or employment and he shall have no right to purchase any other Common Shares. Options must be exercised within 90 days of termination of employment or cessation of position with the Corporation, although if the cessation of office, directorship, consulting arrangement or employment was by reason of death or disability, the option must be exercised within one year, subject to the expiry date.

The reconfirmation of the Option Plan by Shareholders requires a favourable vote of a majority of the Common Shares voted in respect thereof at the Meeting. The Exchange requires such approval before it will allow additional grants of options under the Option Plan.

It is the intention of the persons named in the enclosed form of proxy, if not expressly directed otherwise in such form of proxy, to vote such proxies FOR the ordinary resolution to approve the Option Plan.

A copy of the Option Plan is available for review at the offices of the Corporation during normal business hours up to and including the day of the Meeting.

The text of the ordinary resolution regarding this matter is as follows:

BE IT RESOLVED THAT:

1. The stock option plan of the Corporation as summarized in the Information Circular of the Corporation dated May 21, 2021, that authorizes the Board of Directors of the Corporation to grant options that, in the aggregate, represent up to 10% of the number of issued and outstanding Common Shares outstanding at the time of grant, is hereby ratified and confirmed; and
2. Any one director or officer of the Corporation is authorized, on behalf of the Corporation, to execute and deliver all documents and do all things as such person may determine to be necessary or advisable to give effect to this resolution.

MANAGEMENT CONTRACTS

The business of the Corporation is managed by its directors and officers and the Corporation has no management agreements with persons who are not officers or directors of the Corporation.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is filed on SEDAR from time to time and may be viewed at **www.sedar.com**.

Financial information is provided in the Corporation's comparative annual statements and management's discussion and analysis ("**MD&A**") for the Corporation's most recently completed financial year, which are filed on SEDAR. Shareholders may also request copies of this Circular and the Corporation's financial statements and MD&A by writing to the Corporation at:

LEONOVUS INC.

2611 Queensview Drive, Suite 125
Ottawa, Ontario K2B 8K2 Tel: (613) 319-5117

APPROVAL OF BOARD OF DIRECTORS

The contents of this Circular have been approved by the directors and a copy has been sent to each director of the Corporation, to the auditor of the Corporation and to each Shareholder entitled to notice of the Meeting.

DATED May 21, 2021

A handwritten signature in black ink, appearing to read "Michael G. Kelly", is written over a horizontal line.

Chairman of the Board

EXHIBIT “1”

LEONOVUS INC.

Charter of the Audit Committee of the Board of Directors

I PURPOSE

The Audit Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of LEONOVUS INC. (the “**Corporation**”) to assist the Board in fulfilling its oversight responsibilities relating to the financial accounting and reporting process and internal controls for the Corporation. The Committee’s primary duties and responsibilities are to:

- select and monitor the independence and performance of the Corporation's outside auditors (the “**External Auditor**”), including attending at private meetings with the External Auditor and reviewing and approving all renewals or dismissals of the External Auditor and their remuneration;
- conduct such reviews and discussions with management and the External Auditor relating to the audit and financial reporting as are deemed appropriate by the Committee.
- assess the integrity of internal controls and financial reporting procedures of the Corporation and ensure implementation of such controls and procedures.
- ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel.
- review the quarterly and annual financial statements and management's discussion and analysis of the Corporation's financial position and operating results and report thereon to the Board for approval of same.
- provide oversight to related party transactions entered into by the Corporation.

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the External Auditor as well as any officer of the Corporation, or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Corporation and has the authority to retain, at the expense of the Corporation, special legal, accounting, or other consultants or experts to assist in the performance of the Committee’s duties, to set and pay the compensation of any such consultants or experts, and to communicate directly with internal and External Auditors.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval. The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.

In fulfilling its responsibilities, the Committee will carry out the specific duties set out in Part III of this Charter.

II COMPOSITION AND MEETINGS

1. The Committee and its membership shall meet all applicable legal and listing requirements, including, without limitation, those of the TSX Venture Exchange (“**TSX**”), the *Business Corporations Act*, Multilateral Instrument 52-110 (the “**Rule**”) and all applicable securities regulatory authorities. Each member of the Committee shall meet the requirements for financial literacy set forth in the Rule.
2. The Committee shall be composed of three or more directors as shall be appointed or re-appointed by the Board after each annual shareholder meeting. The members of the Committee shall appoint from among themselves a member who shall serve as Chair.
3. A majority of the members of the Committee shall not be employees, control persons or officers of the Corporation or any of its Associates or Affiliates (as set out in TSX policies).
4. The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements, and a majority of the members of the Committee shall constitute a quorum.
5. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
6. If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
7. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
8. Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.

9. The Committee shall keep minutes of its meetings, which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member to act as a secretary at any meeting.
10. The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it may see fit, from time to time, to attend at meetings of the Committee.
11. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.

III RESPONSIBILITIES

A Financial Accounting and Reporting Process and Internal Controls

1. The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with International Financial Reporting Standards (“IFRS”) and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements and annual and interim earnings press releases before the Corporation publicly discloses this information. With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the External Auditor as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading, or incomplete and that the audit function has been effectively carried out.
2. The Committee shall review management's internal control report and the evaluation of such report by the External Auditor, together with management's response.
3. The Committee shall review management's discussion and analysis relating to annual and interim financial statements and any other public disclosure documents that are required to be reviewed by the Committee under any applicable laws prior to their being filed with the appropriate regulatory authorities.
4. The Committee shall meet no less frequently than annually with the External Auditor and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, deems appropriate.

5. The Committee shall inquire of management and the External Auditor about significant risks or exposures, both internal and external, to which the Corporation may be subject, and assess the steps management has taken to minimize such risks.
6. The Committee shall review the post-audit or management letter containing the recommendations of the External Auditor and management's response and subsequent follow-up to any identified weaknesses.
7. The Committee shall ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel.
8. The Committee shall ensure there are adequate procedures in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and periodically reassess the adequacy of such procedures.
9. The Committee shall establish procedures to receive and respond to complaints with respect to accounting, internal accounting controls and auditing matters, and for the confidential anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
10. The Committee shall provide oversight to related party transactions entered into by the Corporation.

B External Auditor

1. The Committee shall be directly responsible for the selection, appointment, compensation and oversight of the External Auditor, including the resolution of disagreements between management and the External Auditor regarding financial reporting, and the External Auditor shall report directly to the Committee.
2. The Committee shall recommend to the Board:
 - (a) the External Auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review, or other services for the Corporation; and
 - (b) the compensation of the External Auditor.
3. The Committee shall pre-approve all audit and non-audit services not prohibited by law to be provided by the External Auditor.
4. The Committee shall monitor and assess the relationship between management and the External Auditor and monitor, confirm, support, and assure the independence and objectivity of the External Auditor.
5. The Committee shall review the Independent Auditor's audit plan, including scope, procedures, and timing of the audit.

6. The Committee shall review the results of the annual audit with the External Auditor, including matters related to the conduct of the audit.
7. The Committee shall obtain timely reports from the External Auditor describing critical accounting policies and practices, alternative treatments of information within IFRS that were discussed with management, their ramifications, and the External Auditor's preferred treatment and material written communications between the Corporation and the External Auditor.
8. The Committee shall review fees paid by the Corporation to the External Auditor and other professionals in respect of audit and non-audit services on an annual basis.
9. The Committee shall pre-approve all non-audit services to be provided to the Corporation and its subsidiaries by the Corporation's External Auditor, subject to the exemptions and powers of delegation provided for in the Rule.
10. The Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former External Auditor of the Corporation.

C Other Responsibilities

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

