NOTICE OF THE

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

OF

VOTI DETECTION INC.

TO BE HELD ON APRIL 30, 2019

and

MANAGEMENT INFORMATION CIRCULAR

March 22, 2019

VOTI DETECTION INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON APRIL 30, 2019

NOTICE IS HEREBY GIVEN that an annual and special meeting (the **Meeting**) of the holders of common shares of VOTI Detection Inc. (the **Corporation**) will be held at 790, rue Bégin, Saint-Laurent, Québec, on Tuesday, April 30, 2019, at 1:30 p.m. for the following purposes:

1. to receive the audited consolidated financial statements of VOTI Inc., the wholly-owned operating subsidiary of the Corporation, for the year ended October 31, 2018;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint auditors of the Corporation for the ensuing year and to authorize the directors to fix the auditors' remuneration;
4. to confirm the General By-Laws of the Corporation;
5. to approve the stock option plan of the Corporation, as more fully described in the accompanying circular;
6. to approve the grants of options under the stock option plan of the Corporation, as more fully described in the accompanying circular;
7. to approve the deferred share unit plan of the Corporation, as more fully described in the accompanying circular;
8. to approve the restricted share unit plan of the Corporation, as more fully described in the accompanying circular; and
9. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Only shareholders of record at the close of business on March 22, 2019 will receive a notice of the Meeting and will be entitled to vote, in person or by proxy, at the Meeting.

BY ORDER OF THE BOARD

(s) Philip Murray

Philip Murray
Chairman

Montréal, March 22, 2019

IMPORTANT

In order that the greatest number possible of shares may be represented and voted at the Meeting, shareholders who are unable to attend the Meeting are requested to complete, date and sign the accompanying form of proxy and return it in the enclosed envelope or by fax or otherwise vote electronically by following the instructions on the accompanying form of proxy.

Proxies submitted by mail, fax or electronically must be received by TSX Trust Company, the registrar and transfer agent of the Corporation, before 5:00 p.m. (Montréal time) on Friday, April 26, 2019.

VOTI Detection Inc.

MANAGEMENT INFORMATION CIRCULAR

1. SOLICITATION OF PROXIES

This Management Information Circular (the Circular) is provided in connection with the solicitation of proxies by the management of VOTI Detection Inc. (the Corporation) for use at the Annual and Special Meeting of Shareholders of the Corporation (the Meeting) to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof. It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally or by telephone by employees of the Corporation. The cost of solicitation is borne by the Corporation.

Unless otherwise indicated, the information presented in this Circular is provided as of March 22, 2019 and all currency amounts are shown in Canadian dollars.

2. APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy (the **Form of Proxy**) are officers of the Corporation. **A shareholder of the Corporation (a Shareholder) wishing to appoint some other person (who need not be a Shareholder) to represent him at the Meeting, may do so by inserting such person's name in the blank space provided in the Form of Proxy and depositing the duly completed Form of Proxy at the registered office of the Corporation or the Corporation's transfer agent indicated on the enclosed envelope prior to the close of business on the second business day preceding the date of the Meeting (exclusive of Saturdays, Sundays and holidays).**

To be valid, a proxy must be signed by the Shareholder or his attorney authorized in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized in writing. The proxy, to be acted upon, must be deposited with TSX Trust Company, at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, Attention: Proxy Department, or may also be submitted by facsimile to 416-595-9593 or electronically to www.voteproxyonline.com, at any time prior to 5:00 p.m. two business days preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used, or with the Secretary or the Chairman of the Meeting on the day of the Meeting or any adjournment thereof.

Any proxy given may be revoked, as to any motion on which a vote has not already been cast pursuant to the authority conferred by it, by an instrument in writing, including another proxy bearing a later date, executed by the Shareholder or by his attorney authorized in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized in writing, and deposited either at the registered office of the Corporation or its transfer agent at any time prior to the close of business on the second business day preceding the date of the Meeting or with the Secretary or the Chairman of the Meeting on the day of the Meeting or at any adjournment thereof, or in any other manner permitted by law. The Shareholder may choose to attend the Meeting in person and exercise his voting rights.

3. EXERCISE OF DISCRETION BY PROXIES

A Shareholder forwarding the enclosed Form of Proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. The persons named in the Form of Proxy will vote the shares in respect of which they are appointed in accordance with the direction, if any, of the Shareholders appointing them.

In the absence of such direction, such shares will be voted:

(i) FOR the election to the Board of Directors of the Corporation (the Corporation Board) of the seven nominees whose names are set forth herein;
(ii) FOR the appointment of Deloitte LLP as independent auditors of the Corporation and authorizing the Corporation Board to fix their remuneration;
(iii) FOR the confirmation of the General By-Laws of the Corporation;

(iv) FOR the approval of the stock option plan of the Corporation (the Corporation Stock Option Plan);

(v) FOR the approval of the grants of options under the Corporation Stock Option Plan;

(vi) FOR the approval of the deferred share unit plan of the Corporation (the Corporation Deferred Share Unit Plan); and

(vii) FOR the approval of the restricted share unit plan of the Corporation (the Corporation Restricted Share Unit Plan).

The enclosed Form of Proxy confers discretionary authority upon the persons named therein with respect to any amendment or variation to matters identified in the Notice of Meeting and to any other matter which may properly come before the Meeting. At the time of the Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, in either case, the persons named in the Form of Proxy will vote according to their best judgment.

4. NON-REGISTERED SHAREHOLDERS

Only registered shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, shares beneficially owned by a person (a **Non-Registered Holder**) are registered either: (i) in the name of an intermediary (an **Intermediary**) that the Non-Registered Holder deals with in respect of the Corporation's securities, such as securities dealers or brokers, banks, trust companies, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or (ii) in the name of a clearing agency of which the Intermediary is a participant. In accordance with National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (**NI 54-101**), the Corporation has distributed copies of the Notice of Meeting and this Circular (collectively, the **Meeting Materials**) to the clearing agencies and Intermediaries for distribution to Non-Registered Holders. Intermediaries are required to forward the Meeting Materials to Non-Registered Holders, and often use a service company for this purpose. Non-Registered Holders will either:

a) typically, be provided with a computerized form (often called a **voting instruction form**) which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow. In order for the applicable computerized form to validly constitute a voting instruction form, the Non-Registered Holder must properly complete and sign the form and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or service company. In certain cases, the Non-Registered Holder may provide such voting instructions to the Intermediary or its service company through the Internet or through a toll-free telephone number; or

b) less commonly, be given a proxy form which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the proxy form and submit it to TSX Trust Company (Attention: Proxy Department), 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1 or by facsimile to 416-595-9593.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the common shares which they beneficially own.

Should a Non-Registered Holder who receives a voting instruction form wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should print his or her own name, or that of such other person, on the voting instruction form and return it to the Intermediary or its service company. Should a Non-Registered Holder who receives a Form of Proxy wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons set out in the Form of Proxy and insert the name of the Non-Registered Holder or such other person in the blank space provided and submit it to TSX Trust Company at the address or facsimile number set out above.

In all cases, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when, where and by what means the voting instruction form or Form of Proxy must be delivered.

A Non-Registered Holder may revoke voting instructions which have been given to an Intermediary at any time by written notice to the Intermediary.

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

To the best of the Corporation's knowledge, no one who has been (i) a director or executive officer of the Corporation or VOTI Inc. (**VOTI**), the wholly-owned operating subsidiary of the Corporation, at any time since the beginning of VOTI's last financial year; (ii) a proposed nominee for election as a director of the Corporation and (iii) an associate or affiliate of any of the persons listed in (i) and (ii) above, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise in any matter to be acted upon other than the election of directors or the approval of the grants of options made under the Corporation Stock Option Plan.

6. VOTING SHARES AND PRINCIPAL HOLDERS

The directors of the Corporation have fixed March 22, 2019, at the close of business, as the record date (the **Record Date**) for the determination of the registered holders of common shares of the Corporation (the **Common Shares**) entitled to receive notice of the Meeting. All holders of at least one Common Share as of the Record Date are entitled to attend and vote at the Meeting in person or by proxy, except to the extent that a person has transferred any of his shares after the Record Date and the transferee of those shares (i) produces properly endorsed share certificates, or (ii) otherwise establishes that he owns the shares and demands, no later than ten days before the Meeting, that his name be included in the list prepared by the Corporation before the Meeting, in which case the transferee will be entitled to vote at the Meeting.

As of the Record Date, 23,494,755 Common Shares of the Corporation were issued and outstanding, each giving the right to one vote at the Meeting.

As at the Record Date, to the knowledge of the directors and executive officers of the Corporation, no person beneficially owned or exercised control or direction, directly or indirectly, over more than 10% of the outstanding Common Shares of the Corporation.

7. ELECTION OF DIRECTORS

The Shareholders will be called upon to elect seven directors who, subject to the by-laws of the Corporation, will remain in office until the next annual meeting of Shareholders or until their respective successors have been duly elected or appointed.

The following table sets out the names and the provinces of residence of the nominees for election as directors, their principal occupations, their current positions held with the Corporation, the date on which they became directors and the number of Common Shares which they beneficially own, directly or indirectly, or over which they exercise control or direction, as at the date hereof.

Name, Present Position Held and Municipality of Residence	**Director Since**	**Number of Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised**	**Principal Occupation and Occupation During the Past Five Years**
Rory Olson Montréal, QC Canada Director President and CEO	2017-05-25[(1)]	1,940,067	Mr. Olson is an accomplished entrepreneur and executive having founded, restructured, and operated numerous organizations from start-up stage to mature public companies. Mr. Olson held previous COO roles at multiple companies including Mpact Immedia; CBO of BCE Emergis; and CEO of Surefire Commerce. Mr. Olson holds a Bachelor of Commerce in Finance from Concordia University.
Karna Gupta Oakville, ON Canada Director [(2)]	2010-04-14[(1)]	309,157	Mr. Gupta has more than 35 years of industry experience in the technology sector, and his expertise and accomplishments span across North American and international business domains. Most recently, Mr. Gupta served as President and CEO of ITAC. His previous roles included CEO and a member of the Board of Directors of Certicom Corp, President of the Billing Division at Comverse Technology, Chief Marketing Officer for Comverse Americas, President of Sitraka Mobility, and several executive positions with Bell Canada, including Vice President, Product Development and Management. Currently, he serves on multiple Boards, including as an Independent Director at EDC, Kloudville & Baylis Medical and as Chair of the Board at VentureLab. Mr. Gupta holds a Master of Business Administration degree in Marketing and Finance from Concordia University in Montréal, Québec. He is also a recipient of the Queen's Diamond Jubilee Medal.
Neil Hindle Hudson, QC Canada Director [(2)(3)]	2016-06-21[(1)]	758,673	Mr. Hindle is a veteran executive with extensive business management experience. He built his expertise through both ownership of and investment in a number of companies, including start-ups, early stage and mid-size businesses, and grew his knowledge to include software and data management, as well as international business expansion. Mr. Hindle holds a Bachelor of Commerce from Queen's University and a Graduate Diploma in Public Accountancy from McGill University. He became a Chartered Accountant in 1980 and is a Member of the Canadian Institute of Chartered Accountants, l'Ordre des comptables agréés du Québec and the Institute of Chartered Accountants of Ontario.
Alain Miquelon Mont-Royal, QC Canada Director [(4)(5)]	2018-11-13	-	Mr. Miquelon's career includes more than 25 years of industry experience as a senior officer of publicly traded companies and in the investment banking industry. He is currently Senior Partner, Financial Services, with Novacap Management Inc., an alternative asset management company. His previous experience includes serving, from 2009 to 2016, as President and Chief Executive Officer of Bourse de Montréal Inc. and Group Head of Derivatives markets for TMX Group Inc. Mr. Miquelon's experience also includes nine years as Chief Financial Officer and three years as Chief Operating Officer of public companies operating in the technology and business services industries. He is a Chartered Professional Accountant and holds a Bachelor's Degree in Administration from HEC Montréal and an MBA from INSEAD.

Name, Present Position Held and Municipality of Residence	Director Since	Number of Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised	Principal Occupation and Occupation During the Past Five Years
James Cherry Elizabethtown, ON Canada Director (4)	2018-11-13	-	Mr. Cherry, FCPA, FCA has over 40 years of experience in general management, project management and financial management in the international aerospace, defence and rail sectors. Over this period, he has worked in senior executive positions with Bombardier Inc., Oerlikon Aerospace Inc., CAE Inc. and ALSTOM Canada Inc. He was President and CEO of Aéroports de Montréal from June 2001 to December 31, 2016. He is a director of Cogeco Inc., where he is the Chairman of its Audit Committee, Cogeco Communications Inc., Logistec Corporation and the Canada Infrastructure Bank. Mr. Cherry also serves as a director of two non-profit organisations, The McGill University Health Center and Centraide - United Way Canada.
Marc-André Aubé Mont-Royal, QC Canada Director (2) (4)	2018-11-13	-	Mr. Aubé is President and Chief Operating Officer of Walter Surface Technologies. Before joining Walter, Mr. Aubé was President and Chief Operating Officer of Garda World Protective Services. He also has experience in various industry sectors, including chemical products with Nalco Canada, oil and gas with Petro-Canada, and finance with the Caisse de dépôt et placement du Québec and Scotia Capital Inc. Mr. Aubé is a CFA and also holds an MBA from HEC Montréal and an engineering degree from Polytechnique Montréal.
Philip Murray Ottawa, ON Canada Director	2018-11-13	-	Mr. Murray culminated a lengthy career in the RCMP as Commissioner during the last six years of his service. Since retirement, he has served on numerous public and private sector Boards of Directors and Advisory Boards, notably as Chair of the Board of Governors of the Ottawa Hospital, and member of the Board of Governors and Governance Committee of the University of Ottawa Heart Institute. Mr. Murray also acted as Fairness Commissioner on several large and complex federal government contracts. He was also a member of the Research Advisory Committee, member of the Ipperwash Commission of Inquiry into Aboriginal relations with the police, member of the Research Advisory Panel, member of the Cornwall Commission of Inquiry into Historical Sexual Abuse, the Chair of the Board of Directors of the Pearson Peacekeeping Centre, member of the Federal Witness Protection Advisory Committee, member of the National Police Service Advisory Board, member of the Board of Directors, the Governance Committee and the International Advisory Board of Garda World Security Corporation, member of the Board of Directors and Chair of the Governance Committee of Hydro Ottawa Limited, member of the International Advisory Board to the President of Mexico on Counter Drug Strategy, member of the Advisory Panel to the Government of Trinidad and Tobago into National Security policy, Associate Editor of Frontline Security Magazine, Chair of Departmental Audit Committee of the Correctional Service of Canada, and member of the Board of Directors of the Canadian Centre for Ethics in Sport (Canada's independent antidoping Agency). Mr. Murray is a graduate of the University of Regina in Business Administration.

Notes:

(1) Date on which the nominee became a director of VOTI

(2) Member of the Audit Committee

(3) Chair of the Audit Committee

(4) Member of the Governance, Human Resources and Compensation Committee

(5) Chair of the Governance, Human Resources and Compensation Committee

To the knowledge of the management of the Corporation, no nominee as a director of the Corporation:

a) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that,

   i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

   ii) was subject to an order that was issued after the 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; or

b) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) 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; or

c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

None of the foregoing nominees for election as director of the Corporation has been subject to:

a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

For the purposes of subsection (a) above, "order" means any of the following, if in effect for a period of more than 30 consecutive days: (a) a cease trade order; (b) an order similar to a cease trade order; or (c) an order that denied the relevant company access to any exemption under securities legislation.

Unless otherwise specifically instructed, the persons whose name are printed on the enclosed Form of Proxy intend to vote at the Meeting FOR the election of the nominees whose names are set forth above to the Corporation Board.

Management is not presently aware that any of the nominees will be unwilling to serve as a director of the Corporation if elected but in the event that, prior to the Meeting, any vacancies occur in the slate of nominees submitted herewith, the enclosed Form of Proxy confers discretionary authority upon the persons named therein to vote for the election of any other eligible person designated by the Corporation Board, unless instructions have been given to refrain from voting with respect to the election of directors.

8. QUALIFYING TRANSACTION AND AMALGAMATION

On November 9, 2018, Steamsand Capital Corp. (**Steamsand**), together with its wholly-owned subsidiary (**Subco**), entered into an amalgamation agreement with VOTI pursuant to which Subco would amalgamate with VOTI (the **Amalgamation**) to complete an arm's length qualifying transaction in accordance with the policies of the TSX Venture Exchange (**TSXV**). The Amalgamation was structured as a three-cornered amalgamation and, as a result, the amalgamated corporation was to become a wholly-owned subsidiary of Steamsand at the time of the completion of the Amalgamation.

On November 13, 2018, the Amalgamation was completed and Steamsand changed its name to VOTI Detection Inc. (referred to in this Circular as the **Corporation)**. On November 19, 2018, the Common Shares of the Corporation began trading on the TSXV under the symbol "VOTI".

Pursuant to the terms of the amalgamation agreement, immediately prior to or upon the completion of the Amalgamation, the following occurred:

- VOTI consolidated its common shares on the basis of one consolidated common share for every 30.7015984573 common shares existing before the consolidation. This share consolidation has been reflected throughout this Circular. Similarly, Steamsand consolidated its common shares on the basis of one consolidated common share for every 18 common shares existing before the consolidation;
- all of VOTI's outstanding share options were accelerated and exercised on a share appreciation basis for consolidated common shares of VOTI;
- VOTI cancelled all of its outstanding warrants;
- Steamsand continued from the *Business Corporations Act* (British Columbia) to the *Canada Business Corporations Act* and upon continuance, its name was changed to VOTI Detection Inc.;
- each issued and outstanding consolidated common share of VOTI was exchanged for one Common Share of the Corporation, for an aggregate issuance of 19,166,665 Common Shares of the Corporation to the VOTI shareholders;
- in connection with the Amalgamation, VOTI completed a convertible note financing for gross proceeds of $2,575,000, which notes were converted into 858,332 Common Shares and 429,166 share purchase warrants of the Corporation. The warrants are exercisable at $4.50 up to November 13, 2021; and
- in connection with the Amalgamation, VOTI also completed a subscription receipt financing for gross proceeds of $9,242,973, with each receipt being exchanged for one Common Share and one-half of one share purchase warrant of the Corporation, for an aggregate issuance of 3,080,991 Common Shares and 1,540,496 warrants of the Corporation. The warrants are exercisable at $4.50 up to November 13, 2021. The agents under this offering were paid a commission including cash and 144,238 compensation options of the Corporation, with the options being exercisable at $3.00 up to November 13, 2020.

Following the completion of the Amalgamation, 23,494,755, 1,969,662 and 144,238 Common Shares, warrants, and compensation options, respectively, of the Corporation were issued and outstanding. The former shareholders of VOTI, along with the holders of the subscription receipts and convertible notes of VOTI, owned approximately 98.3% of the issued and outstanding Common Shares of the Corporation following the completion of the Amalgamation.

9. EXECUTIVE COMPENSATION

Introduction

This compensation discussion and analysis describes and explains the policies and practices of VOTI with respect to the compensation of each named executive officer of VOTI for the financial year ended October 31, 2018 and also briefly comments on the policies of the Corporation since the completion of the Amalgamation. "Named Executive Officer" or "NEO" means each of the following individuals:

a) each Chief Executive Officer or any individual who acted in a similar capacity, for any part of the most recently completed financial year (**CEO**);

b) each Chief Financial Officer or any individual who acted in a similar capacity, for any part of the most recently completed financial year (**CFO**); and

c) each of VOTI's three most highly compensated executive officers (or the three most highly compensated individuals acting in a similar capacity), other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation was, individually, more than $150,000.

Compensation Governance

Historically, the board of directors of VOTI (the **VOTI Board**) approved the compensation of its NEOs by way of board resolution. VOTI's executive compensation program was designed to attract, retain, motivate and reward VOTI's NEOs for their performance and contribution to VOTI's long-term success. The objective of the program was to focus the VOTI's NEOs on the key business factors that affect shareholder value and to align their compensation with VOTI's business and financial objectives and the long-term interests of the shareholders of VOTI.

After the completion of the Amalgamation, the Corporation Board established a Governance, Human Resources and Compensation Committee (**GHRC**) which, among other duties, assists the Corporation Board in its oversight responsibilities relating to the compensation, nomination, objectives, evaluation and succession of the executive officers of the Corporation, including the CEO, CFO and the Chief Operations and Production Officer (collectively, the **Executive Officers**). In particular, the GHRC, in collaboration with the CEO, has the following duties and responsibilities:

i) consider and recommend to the Corporation Board the appointment of the Executive Officers and a succession plan with respect to the Executive Officers;
ii) review the assessment of existing management resources and plans for ensuring that qualified personnel will be available as required for succession of each Executive Officer and report on this matter to the Corporation Board;
iii) review the assessment of the performance of the Executive Officers against pre-set specific corporate and individual goals and objectives approved by the CEO;
iv) review the annual performance assessments of the Executive Officers by the CEO and report annually to the Corporation Board;
v) oversee and recommend for approval by the Corporation Board the executive compensation principles, policies, programs, grants of equity-based incentives and processes based on the principles that compensation should, to a significant extent, be reflective of the financial performance of the Corporation while rewarding the achievement of the Corporation's short and long term objectives, and, specifically, consider and recommend annually or as required for approval by the independent directors of the Corporation Board all forms of compensation for the Executive Officers.

The GHRC, in conjunction with the Corporation Board, has established an appropriate comparator group of companies comparable to the Corporation for purposes of setting the future compensation of the Corporation's NEOs.

The GHRC is composed of three members, Messrs. Alain Miquelon, James Cherry and Marc-André Aubé, who are all independent from the Corporation. Mr. Miquelon acts as Chair of the GHRC. Mr. Miquelon has more than 25 years of industry experience as a senior officer of publicly traded companies and in the investment banking industry. Mr. Cherry has over 40 years of experience in general management, project management and financial management in the international aerospace, defence and rail sectors. Mr. Aubé has experience in various industry sectors, including chemical products, oil and gas and finance.

Compensation Discussion and Analysis

The key elements of VOTI's executive compensation program for NEOs consisted of base salary and discretionary cash bonuses. Each element of compensation is described in more detail below. NEOs also received compensation in the form of grant of stock options pursuant to the stock option plan (2010), the stock option plan (2015) and the stock option plan (2017) of VOTI (the **VOTI Stock Option Plans**) as well as options granted outside the VOTI Stock Option Plans. The VOTI Stock Option Plans were terminated upon completion of the Amalgamation.

Since the completion of the Amalgamation, the Corporation Board has adopted, on the recommendation of the GHRC, the Corporation Stock Option Plan for its employees, directors and consultants, the Corporation Deferred Share Unit Plan for directors of the Corporation who wish to receive part or all of their compensation in the form of equity, and the Corporation Restricted Share Unit Plan for senior executives who wish to do the same. These plans and the grants of options made by the Corporation Board under the Corporation Stock Option Plan are subject to approval by the Shareholders of the Corporation at the Meeting.

Base Salary

Base salaries for NEOs who were employees of VOTI were established based on the scope of the NEOs' responsibilities, competencies and their prior relevant experience, taking into account compensation paid in the market for similar positions.

Since the completion of the Amalgamation, base salaries and other compensation paid by the Corporation will be reviewed on an annual basis by the GHRC. The GHRC will assess if adjustments are required considering market changes, individual performance, corporate performance, change in role or responsibilities and other considerations deemed relevant, and subsequently make recommendations based on those factors to the Corporation Board who will then approve recommended changes to base salary or other compensation.

Short Term Incentive

NEOs of VOTI were eligible to receive discretionary cash bonuses as determined by the VOTI Board from time to time.

Since the completion of the Amalgamation, the target bonus amounts for which NEOs of the Corporation will be entitled will be recommended by the GHRC and approved by the Corporation Board on an annual basis, and the Corporation Board will maintain the discretion at all times to grant discretionary bonuses, including in the context of acquisitions, to modify, amend or terminate short term incentive plans at all times, and to deviate from the plans or grant individual exceptions.

Long Term Incentive

VOTI granted options to its NEOs under the VOTI Stock Option Plans which terminated upon completion of the Amalgamation, as well as outside the plans. Since then, the Corporation Board, upon recommendation from the GHRC, has adopted the Corporation Share Option Plan, the Corporation Deferred Share Unit Plan and the Corporation Restricted Share Unit Plan, the approval of which by the Shareholders is sought at the Meeting, in order to incentivize and retain the Corporation's NEOs for their sustained contribution to the Corporation.

Benefits

VOTI offered standard benefits to its employees, including certain of its NEO employees, as part of a group insurance plan. The Corporation does not have a defined benefit pension plan or a defined contribution pension plan.

Expenses

VOTI reimbursed management for various ordinary course business expenses incurred by management on behalf of VOTI.

Perquisites

VOTI did not pay or provide any perquisites to its NEOs.

Consulting Arrangement

On May 1, 2016, VOTI, Telesense Holdings Inc. and Rory Olson entered into a management services agreement, pursuant to which VOTI engaged Telesense Holdings Inc. to provide management, consulting and advisory services to VOTI from the date thereof to October 31, 2019, subject to earlier termination thereof. Under the terms of the agreement, Telesense Holdings Inc. agreed to cause Mr. Olson to perform such managerial services as President and Chief Executive Officer of VOTI, while acknowledging and agreeing that Mr. Olson also provide services to two other entities during the term of the agreement. The management services agreement terminated upon completion of the Amalgamation. VOTI entered into a formal employment agreement dated September 24, 2018 and described below with Mr. Olson in connection with his role as President and CEO of the Corporation, which took effect upon the completion of the Amalgamation.

Summary Compensation Table

The following table and accompanying notes set out information concerning the compensation paid to VOTI's NEOs for the three most recently completed financial years ended October 31, 2018.

Name and principal position	Year	Salary ($)	Share-based awards(1) ($)	Option-based awards(2) ($)	Non-equity incentive plan compensation ($)		All other compensation ($)	Total compensation ($)
					Annual incentive plans	Long-term incentive plans		
Rory Olson (3) *President and CEO*	2018 2017 2016	250,000 250,000 93,744	- 179,235 -	750,457 121,944 69,437	325,000 325,000 62,250	- - -	- - -	1,325,457 876,179 225,431
Michael Ickman (4) *CFO*	2018 2017 2016	21,538 - -	- - -	42,369 - -	4,904 - -	- - -	- - -	72,850 - -
Kevin McGarr (5) *Executive Vice President, Corporate Affairs and Interim CFO*	2018 2017 2016	108,332 90,400 118,119	- - -	151,580 - 26,419	40,000 20,000 -	- - -	- - -	299,912 110,400 144,538
Peter Dietrich (6) *Former CFO*	2018 2017 2016	169,500 - -	- - -	64,874 - -	- - -	- - -	- - -	234,374 - -
William Awad *Founder and Chief Technology Officer*	2018 2017 2016	200,000 200,000 200,000	- 152,624 -	302,717 28,463 367,361	100,000 100,000 100,000	- - -	- - -	602,717 481,087 667,361
Charles Garneau *Chief Operations and Production Officer*	2018 2017 2016	175,000 175,000 29,166	- - -	108,792 12,400 2,103	52,500 13,125 -	- - -	- - -	336,292 200,525 31,269
Richard Shatilla *Executive Vice-President, Global Sales and Marketing*	2018 2017 2016	150,000 150,000 70,000	- 206,630 -	64,554 8,593 8,326	160,500 12,500 7,518	- - -	- - -	375,054 377,723 85,844

Notes:

(1) Share-based awards are estimated based on the Black-Scholes option pricing model and the amount indicated represents the full fair value on the applicable issuance date.

(2) Options-based awards are estimated using the fair value of options granted. The fair value is estimated based on the Black-Scholes option pricing model and the amount indicated represents the value vested during the applicable year.

(3) Mr. Olson provided management services to VOTI for and on behalf of his service company Telesense Holdings Inc. VOTI provided compensation to Telesense Holdings Inc., which in turn provided such compensation to Mr. Olson.

(4) Mr. Ickman was appointed CFO of VOTI on September 10, 2018. His indicated salary is for approximately eight weeks.

(5) Mr. McGarr acted as Interim CFO of VOTI from July 10, 2018 until September 10, 2018. His indicated salary is for the full year and relates to both of his positions with VOTI.

(6) Mr. Dietrich acted as CFO of VOTI from December 1, 2017 until July 9, 2018. His indicated salary is for the said period.

VOTI Stock Option Plans

The VOTI Stock Option Plans were established to provide additional incentives to attract, retain and motivate directors, officers, employees, consultants and advisors of VOTI. Under each VOTI Stock Option Plan, the Corporation could grant options (**VOTI Options**) to purchase common shares in the capital of VOTI (**VOTI Common Shares**) exercisable for: (a) up to 10% of the VOTI Common Shares issued and outstanding from time to time, in the case of the VOTI stock option plan (2017), (b) up to 15% of the VOTI Common Shares issued and outstanding from time to time, in the case of the VOTI stock option plan (2015), and (c) up to 20% of the VOTI Common Shares issued and outstanding from time to time, in the case of the VOTI stock option plan (2010), the whole subject to an overall maximum of 25% of the VOTI Common Shares issued and outstanding from time to time. VOTI Options granted under the VOTI Stock Option Plans were non-transferable and were exercisable for a period of up to seven years from the date of grant.

The VOTI Stock Option Plans were administered by the VOTI Board, which had authority and discretion, subject to the express provisions of the plans, to amend, suspend or terminate the VOTI Stock Option Plans or any portion thereof at any time, in accordance with applicable legislation, without obtaining the approval of the shareholders of VOTI.

Immediately prior to the completion of the Amalgamation, the vesting of all of the outstanding VOTI Options was accelerated and all of the outstanding VOTI Options were fully exercised by the holders thereof on a share appreciation basis. The VOTI Stock Option Plans were terminated upon completion of the Amalgamation.

Incentive plan awards -- Outstanding option-based awards

The following table sets out information concerning all outstanding option-based awards granted by VOTI to VOTI's NEOs as at October 31, 2018. VOTI did not have any share-based awards issued and outstanding at said date.

Name and principal position	Option-based Awards			
	Number of securities underlying unexercised options [(2)]	Weighted average option exercise price ($)	Option expiration date	Value of unexercised in-the-money options [(3)] ($)
Rory Olson[(1)] *President and CEO*	1,468,315	0.507	November 13, 2018 to December 31, 2024	3,661,023
Michael Ickman *CFO*	42,343	0.614	August 14, 2025	101,029
Kevin McGarr *Executive Vice President, Corporate Affairs and Interim CFO*	259,286	0.614	October 21, 2023 to July 9, 2025	618,648
Peter Dietrich *Former CFO*	171,906	0.614	July 8, 2019	410,162
William Awad *Founder and Chief Technology Officer*	1,115,830	0.507	November 13, 2018 to December 10, 2024	2,782,154
Richard Shatilla *Executive Vice President, Global Sales*	115,313	0.614	November 16, 2021 to August 12, 2025	275,133
Charles Garneau *Chief Operations and Production Officer*	211,678	0.614	August 31, 2023 to July 9, 2025	505,057

Notes:

(1) VOTI Options attributed to Mr. Olson in this table were granted to his service company Telesense Holdings Inc. None of the VOTI Options held by Mr. Olson were granted as consideration for his role as a director of VOTI, to which he was elected on May 25, 2017.

(2) The indicated securities underlying the options are consolidated VOTI Common Shares. All unexercised options were exercised by the holders thereof immediately prior to the completion of the Amalgamation on a share appreciation basis resulting in the issuance of an aggregate of 2,763,089 Common Shares of the Corporation.

(3) Calculated based on the difference between the listing price of $3.00 per Common Share of the Corporation on the TSXV and the exercise price of the options.

Incentive plan awards -- value vested or earned during the year

The following table sets out information concerning all option-based awards granted by VOTI to VOTI's NEOs which were earned or had vested as at October 31, 2018. VOTI did not have any share-based awards issued and outstanding, nor any non-equity incentive plan compensation, at said date.

Name and principal position	Option-based awards – Value vested during the year (1) ($)
Rory Olson *President and CEO*	750,457
Michael Ickman *CFO*	42,369
Kevin McGarr *Executive Vice President, Corporate Affairs and Interim CFO*	151,580
Peter Dietrich *Former CFO*	64,874
William Awad *Founder and Chief Technology Officer*	302,717
Richard Shatilla *Vice President, Global Sales*	64,554
Charles Garneau *Chief Operations and Production Officer*	108,792

Note:

(1) Option-based compensation granted is estimated using the fair value of options granted. The fair value is estimated based on the Black-Scholes option pricing model.

Employment Agreement

VOTI entered into a formal employment agreement dated September 24, 2018 with Rory Olson as President and CEO, which took effect on the completion of the Amalgamation in replacement of the management services agreement with Telesense Holdings Inc. whereunder Mr. Olson provided management, consulting and advisory services to VOTI. This employment agreement includes provisions regarding base salary, annual bonuses, eligibility for long-term equity incentives, benefits, confidentiality, non-solicitation and non-competition covenants, and ownership of intellectual property, among other things. The non-competition covenants survive for 12 months following termination of employment. In the case of termination of employment other than for cause, including non-renewal of the agreement by the Corporation, the employment agreement provides that Mr. Olson is entitled to a termination payment equal to 12 months of base salary and short-term incentive bonus (at target amounts).

10. DIRECTOR COMPENSATION

Until the completion of the Amalgamation, the directors of VOTI were Rory Olson, William Awad, Karna Gupta, James Fleck, Neil Hindle, David Crevier and Joel King. The following section sets forth the compensation paid to the directors of VOTI who were not NEOs during the last completed financial year of VOTI. The compensation paid to Rory Olson, the only director of VOTI who was also a NEO of VOTI during its last completed financial year, is set forth above.

Director Compensation Table

The following table sets out, for each director, the compensation earned for the fiscal year ended October 31, 2018. Other than the issuance of VOTI Options as described below, none of the directors received any compensation for serving as a director of VOTI. VOTI did not have any share-based awards issued and outstanding, nor any non-equity incentive plan compensation, during the period.

Name	Option-based Awards [(1)] ($)	All other compensation ($)	Total ($)
Karna Gupta	83,614	Nil	83,614
James Fleck	42,785	Nil	42,785
Neil Hindle	41,807	Nil	41,807
David Crevier	41,807	Nil	41,807
Joel King	63,774	Nil	63,774

Note:

(1) The fair value is estimated based on the Black-Scholes option pricing model.

Incentive plan awards – outstanding option-based awards

The following table sets out information concerning all outstanding option-based awards granted by VOTI for its financial year ended October 31, 2018 to the directors of VOTI who were not NEOs during the period. VOTI did not have any share-based awards issued and outstanding during the period.

	Option-based Awards			
Name	Number of securities underlying unexercised options [(1)]	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options [(2)] ($)
Karna Gupta	307,812	0.614	March 14, 2020 to December 10, 2024	734,430
James Fleck	144,542	0.614	March 14, 2020 to August 12, 2025	344,873
Neil Hindle	143,564	0.614	March 14, 2020 to December 10, 2024	342,539
David Crevier	139,819	0.614	June 1, 2023 to December 10, 2024	333,604

Name	Option-based Awards			
	Number of securities underlying unexercised options (1)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options (2) ($)
Joel King	178,579	0.614	June 1, 2023 to December 10, 2024	426,084

Notes:

(1) The indicated securities underlying the options are consolidated VOTI Common Shares. All unexercised options were exercised by the holders thereof immediately prior to the completion of the Amalgamation on a share appreciation basis resulting in the issuance of an aggregate of 720,532 Common Shares of the Corporation.

(2) Calculated based on the difference between the listing price of $3.00 per Common Share of the Corporation on the TSXV and the exercise price of the options.

Incentive plan awards – value vested or earned during the year

The following table sets out information concerning all option-based awards granted by VOTI to the directors of VOTI who were not NEOs of VOTI and which were earned or had vested during the period from November 1, 2017 to October 31, 2018. VOTI did not have any share-based awards issued and outstanding, nor any non-equity incentive plan compensation, during the period.

Name	Option-based awards – Value vested during the year (1) ($)
Karna Gupta	83,614
James Fleck	42,785
Neil Hindle	41,807
David Crevier	41,807
Joel King	63,774

Note:

(1) Share-based compensation granted is estimated using the fair value of options granted. The fair value is estimated based on the Black-Scholes option pricing model.

Since the completion of the Amalgamation, the Corporation Board has, upon recommendation from the GHRC, implemented a director compensation program on February 13, 2019, as amended on March 22, 2019, designed to attract and retain qualified individuals who possess the relevant experience of board membership with other successful Canadian and U.S. listed corporations, and align the compensation of the directors with the interests of the Shareholders through equity-based compensation. Under this program, independent directors are paid $40,000 per year ($60,000 for the Chairman), which shall be paid in deferred share units of the Corporation described in section 14 below. As of the date of this Circular, no grants have been made under the Corporation Deferred Share Unit Plan.

Directors of the Corporation are entitled to be reimbursed for reasonable travel and other expenses incurred by them in carrying out their duties as directors.

There were no service contracts or agreements, or predetermined plans or arrangements, between VOTI and its independent directors, nor are there any currently between the Corporation and any of its current independent directors with respect to payments upon termination of their services as a director or in connection with a change of control of the Corporation.

Non-Arm's Length Party Transaction

By assignment agreement dated July 10, 2008, William Awad, Founder and Chief Technology Officer of VOTI, assigned all his rights, title and interest in and to the invention entitled "System and Method for Detecting the Presence of a Threat in a Package," as well as all of his rights in any related patent applications or registrations as may be issued in respect thereof anywhere in the world. Other than the foregoing, VOTI or its subsidiaries did not acquire assets or services or been provided with assets or services from a director, officer, promoter or principal securityholder of VOTI, or an associate or affiliate of any of the foregoing.

11. SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out certain details as at October 31, 2018, the end of VOTI's last completed financial year, with respect to compensation plans pursuant to which equity securities of VOTI were authorized for issuance.

Plan category	Number of shares to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by shareholders • Options	3,782,315 [(1)]	$0.541	Nil
Equity compensation plans not approved by shareholders	N/A	N/A	N/A

Note:

(1) The indicated number of shares are consolidated VOTI Common Shares. With effect immediately prior to the completion of the Amalgamation, all of the options were fully exercised by the holders thereof on a share appreciation basis resulting in the issuance of an aggregate of 3,542,157 Common Shares of the Corporation. At the same time, the then-existing VOTI Stock Option Plans were terminated and the Corporation Stock Option Plan identified in section 13 below was implemented, subject to approval by the Shareholders of the Corporation at the Meeting.

12. GENERAL BY-LAWS

The Shareholders will be asked to consider, and if thought appropriate, to confirm by ordinary resolution the *General By-Laws* of the Corporation made in accordance with the provisions of the *Canada Business Corporations Act* in the context of the Corporation's continuance from the *Business Corporations Act* (British Columbia) to the *Canada Business Corporations Act*, as approved and adopted by the Corporation Board effective as of November 13, 2018.

At the Meeting, the following ordinary resolution will be placed before the Shareholders in order to approve the General By-Laws:

> BE IT RESOLVED AS AN ORDINARY RESOLUTION OF THE SHAREHOLDERS OF THE CORPORATION THAT:
>
> The General By-Laws of the Corporation, in the form attached as Schedule A to the Management Information Circular of the Corporation dated March 22, 2019, are hereby confirmed.

The above resolution will only come into force if it is be passed by a majority of the votes cast by the Shareholders present or represented by proxy at the Meeting.

13. STOCK OPTION PLAN

The Shareholders will be asked to consider and, if thought appropriate, to approve the Corporation Stock Option Plan as described herein. The resolution relating to the Corporation Stock Option Plan and grant of options (the **Corporation Stock Option Plan Resolution**) is annexed hereto as Schedule B. In addition, the disinterested Shareholders will also be asked to consider and, if thought appropriate, to approve the grants of options under the Corporation Stock Option Plan detailed hereunder. The resolution relating to such grants of options (the **Corporation Stock Option Grants Resolution**) is annexed hereto as Schedule C.

On November 13, 2018 the Corporation Board adopted, as amended on March 22, 2019 and subject to shareholder approval, the Corporation Stock Option Plan, which has been approved by the TSXV, to allow for the grant of incentive stock options to the employees, directors, officers and consultants of the Corporation and its subsidiaries. The number of Common Shares of the Corporation reserved for issuance may not exceed ten percent (10%**)** of the total number of the Corporation's Common Shares issued and outstanding at the date of the grant, representing a pool of 2,349,475 Common Shares as at the date of this Circular. The number of Common Shares issued to insiders of the Corporation within any one-year period, and issuable to insiders of the Corporation, at any time, under the Corporation Stock Option Plan, must not exceed 10% of the Corporation's total issued and outstanding Common Shares as at the applicable date of grant. Options granted to any one person pursuant to this plan and any other security based compensation arrangements of the Corporation in a 12-month period must not exceed 5% of the issued shares of the Corporation, calculated on the date an option is granted to such person, unless the Corporation has obtained the requisite disinterested shareholder's approval in accordance with the rules of the TSXV. Options granted to any one consultant pursuant to the Corporation Stock Option Plan and any other security-based compensation arrangements of the Corporation in a 12-month period must not exceed 2% of the issued shares of the Corporation, calculated at the date an option is granted to the consultant. Options granted pursuant to the Corporation Stock Option Plan and any other security based compensation arrangements of the Corporation to all persons retained to provide investor relations activities (as defined in the policies of the TSXV) must not exceed 2% of the issued shares of the Corporation in any 12 month period, calculated at the date an option is granted to any such person.

The Corporation Board is responsible for administering the Corporation Stock Option Plan, and the GHRC is responsible for making recommendations to the Corporation Board in respect of matters relating to the Corporation Stock Option Plan.

Unless otherwise determined by the Corporation Board, options granted under the Corporation Stock Option Plan will vest as follows: 1/3 vest on the first anniversary of the date of the grant and 1/12 vest at the end of each quarter following the first anniversary of the date of the grant, with the result that the entire option shall be vested and exercisable on the third anniversary of the date of the grant. Options granted under the Corporation Stock Option Plan may be exercised during the period specified in the Corporation Stock Option Plan, which is generally eight years from the date of grant. In any event and subject to extension of the options vesting during a black-out period in accordance with the Corporation Stock Option Plan, options can be exercisable for a maximum of ten (10) years from the date of the grant. The Corporation Stock Option Plan also provides that, unless otherwise determined by the Corporation Board, options terminate within a period of time following the termination of employment, directorship or engagement as a consultant with the Corporation or affiliates entities. Unless otherwise specified by the Corporation Board at the time of granting options, vested options will expire upon the earlier of the expiration of such options in accordance with their terms and: (a) if the holder retires, 90 days after the termination date (as defined in the Corporation Stock Option Plan), (b) if the holder dies or becomes incapacitated, 120 days after such occurrence, (c) if the holder is terminated for cause, as of the termination date, (d) if the holder resigns, 30 days after the termination date, (e) if the holder is dismissed without cause, 90 days after the termination date, (f) if the holder is a consultant and there is a termination (i) by the Corporation for any reason other than for a material breach of the consulting agreement, (ii) by voluntary termination by the holder or (iii) due to the death or incapacity of the holder, 90 days from the termination date, (g) if the holder is a consultant and there is termination by the Corporation for a material breach of the consulting agreement, as of the termination date, and (h) if the holder is a director or officer, 90 days following the termination date. The exercise price for options granted under the Corporation Stock Option Plan is determined by the Corporation Board. However, the exercise price may not be less than the market value of the Common Shares, being either: (i) the last closing price of the Common Shares on the TSXV prior to the date of grant of such option; or (ii) if the Common Shares are not trading on the TSXV, then the value shall be determined based on the trading price on such stock exchange or over-the-counter market on which the Company Shares are listed and posted for trading as may be selected for such purpose by the Corporation Board; or (iii) if the Common Shares are not listed and posted for trading on any stock exchange or over-the-counter market, the market value shall be the fair market value of such Common Shares as determined by the Corporation Board in its sole discretion, acting reasonably (the **Market Value**). In accordance with the rules of the TSXV, the approval of the disinterested shareholders must be obtained in order to decrease the exercise price of a stock option, when the beneficiary of the option is an insider of the Corporation at the time the modification is proposed.

The Corporation Stock Option Plan provides that if options granted under the Corporation Stock Option Plan would otherwise expire during a trading black-out period or within ten business days following the end of such period, the expiry date of such options are extended to the tenth business day following the end of the black-out period. Options granted under the Corporation Stock Option Plan are not transferable, subject to limited exceptions in the event of the holder's death or incapacity. The Corporation Board has overall authority for interpreting, applying, amending and terminating the Corporation Stock Option Plan without shareholder approval; provided that subject to any additional requirements of the rules of the applicable stock exchange, the following amendments to the Corporation Stock Option Plan or options issued thereunder shall not be made without the prior approval of the applicable stock exchange and approval of the shareholders (such approval to exclude, in certain circumstances, the votes of insiders in accordance with the rules of the applicable stock exchange): (i) a reduction in the exercise price of an option held by an insider of the Corporation; (ii) an extension of the term of an option held by an insider of the Corporation; (iii) any amendment to remove the insider participation limits described above; (iv) an increase in the maximum number of Common Shares issuable pursuant to options granted under the Corporation Stock Option Plan; and (v) amendments to the amending provision of the Corporation Stock Option Plan.

The following chart sets out all grants of options made under the Corporation Stock Option Plan to the Corporation's NEOs and other employees, up to the date of this Circular and subject to approval of the disinterested shareholders:

Name	Number of Options	Exercise Price ($)	Date of Grant	Termination Date
Rory Olson *President and CEO*	300,000	2.99	December 4, 2018	December 4, 2026
Michael Ickman *CFO*	325,000	2.99	December 4, 2018	December 4, 2026
Kevin McGarr *Executive Vice president, Corporate Affairs and Interim CFO*	100,000	2.99	December 4, 2018	December 4, 2026
William Awad *Founder and Chief Technology Officer*	300,000	2.99	December 4, 2018	December 4, 2026
Charles Garneau *Chief Operations and Production Officer*	100,000	2.99	December 4, 2018	December 4, 2026
Richard Shatilla *Executive Vice President, Global Sales*	200,000	2.99	December 4, 2018	December 4, 2026
Other Employees	685,000	2.99	December 4, 2018 to February 15, 2019	December 4, 2026 to February 15, 2027
TOTAL	2,010,000			

Unless instructed otherwise, the persons whose names are printed on the enclosed Form of Proxy intend to vote at the Meeting FOR the approval of the Corporation Stock Option Plan Resolution. The resolution will only come into force if it is passed by a majority of the votes cast by the Shareholders present or represented by proxy at the Meeting.

The TSXV requires that the Corporation Stock Option Grants Resolution be passed by a majority of the votes cast at the Meeting by disinterested Shareholders. Pursuant to the policies of the TSXV, the Shareholders who have been granted options under the Corporation Stock Option Plan are not disinterested Shareholders and, as a result, will not vote their Common Shares with respect to the Corporation Stock Option Grants Resolution. These excluded Shareholders and their respective associates and affiliates hold an aggregate of 4,409,643 Common Shares, representing 18.8% of the issued and outstanding Common Shares.

Unless instructed otherwise, the persons whose names are printed on the enclosed Form of Proxy intend to vote at the Meeting FOR the approval of the Corporation Stock Option Grants Resolution. The resolution will only come into force if it is passed by a majority of the votes cast by the disinterested shareholders present or represented by proxy at the Meeting.

14. DEFERRED SHARE UNIT PLAN

The Shareholders who are considered to be disinterested Shareholders for the purpose hereunder will be asked to consider and, if thought appropriate, to approve the Corporation Deferred Share Unit Plan in the form described herein. The resolution relating to the Corporation Deferred Share Unit Plan (the **Corporation Deferred Share Unit Plan Resolution**) is annexed hereto as Schedule D. As of the date of this Circular, no grants have been made under the Corporation Deferred Share Unit Plan.

On November 13, 2018, the Corporation Board adopted, as amended on March 22, 2019 and subject to disinterested shareholder approval, the Corporation Deferred Share Unit Plan, which has been approved by the TSXV, to allow for grant of deferred share units (**DSUs**) to the directors of the Corporation who do not receive employment income within the meaning of the *Income Tax Act* (Canada) in respect of services rendered to the Corporation or any of its affiliate, otherwise than in his or her capacity as a member of the Corporation Board or a member of the board of directors of an affiliate (**Eligible Directors**). The purpose of the Corporation Deferred Share Unit Plan is to assist the Corporation in the recruitment and retention of qualified persons to serve as directors of the Corporation and to align the interests of Eligible Directors with the long-term interests of the shareholders of the Corporation. A DSU is a notional unit credited by the Corporation to the account of an Eligible Director by way of a bookkeeping entry in the books of the Corporation and administered pursuant to the terms of the Corporation Deferred Share Unit Plan, the value of which on a particular date shall be equal to no less than the Market Value at that date.

The aggregate maximum number of Common Shares available for issuance from treasury, pursuant to any security-based compensation arrangements of the Corporation, excluding any share issuable under the Corporation Stock Option Plan, is 450,000. The number of Common Shares issuable to insiders of the Company, at any time, under any security-based compensation arrangements of the Corporation, may not exceed ten percent (10%) of the total number of Common Shares issued and outstanding at the date of grant. The maximum number of Common Shares issuable to Eligible Directors, at any time, pursuant to the Corporation Deferred Share Unit Plan or any other security-based compensation arrangements of the Corporation, excluding any share issuable under the Corporation Stock Option Plan, is 450,000. Furthermore, the aggregate number of securities granted under all security-based compensation arrangements of the Corporation will be calculated without reference to the initial securities granted under such arrangements to a person (who was not previously an insider of the Corporation or one of its affiliates) upon such person becoming a director of the Corporation or one of its affiliates. The Corporation Board is responsible for administering the Corporation Deferred Share Unit Plan.

The Corporation Board shall, in its sole discretion, determine any and all conditions to the vesting of any DSU to an Eligible Director. On a date to be determined by the Corporation Board, in its sole discretion, after (i) the Eligible Director not being a member of the Corporation Board nor a member of the board of directors of any of its affiliates; and (ii) the Eligible Director not being an employee, within the meaning of the *Income Tax Act* (Canada), of the Corporation or any of its affiliates, the vested DSUs credited to the Eligible Director's account shall be redeemed and shall be paid by the Corporation to the Eligible Director, at the option of the Corporation in its sole discretion, in the form of a lump sum cash payment or by the issuance of the number of Common

Shares to which the DSUs relates. Where redemption is to be made in cash, the Market Value of the DSUs shall be determined as of the redemption date. Each DSU so redeemed shall entitle the Eligible Director to receive the Market Value in cash in an amount that is rounded down to the nearest cent, less any applicable withholding taxes as deducted, withheld and/or remitted in accordance with the Corporation Deferred Share Unit Plan. All DSUs that have not vested prior to the Eligible Director's termination date will terminate and be of no further force and effect.

DSUs granted under the Corporation Deferred Share Unit Plan are not transferable, subject to limited exceptions in the event of the holder's death or incapacity. The Corporation Board has overall authority for interpreting, applying, amending and terminating the Corporation Deferred Share Unit Plan without shareholder approval; provided that, subject to any additional requirements of the rules of the applicable stock exchange, the following amendments to the Corporation Deferred Share Unit Plan or units issued thereunder shall not be made without the prior approval of the applicable stock exchange and approval of the shareholders (such approval to exclude, in certain circumstances, the votes of insiders in accordance with the rules of the applicable stock exchange): (i) an amendment of the number of securities under the Corporation Deferred Share Unit Plan; (ii) a change in the definition of "Eligible Director" which would have the potential of narrowing, broadening or increasing insider participation; (iii) amendments to the limits on Eligible Director participation according to the Corporation Deferred Share Unit Plan; (iv) amendments to section 5.03 of the Corporation Deferred Share Unit Plan regarding Amendment and Termination of such plan, and (v) amendments of the Corporation Deferred Share Unit Plan that would permit DSUs, or any other right or interest of an Eligible Director under the plan, to be assigned or transferred, other than for normal estate settlement purposes.

The TSXV requires that the Corporation Deferred Share Unit Plan Resolution be passed by a majority of the votes cast at the Meeting by disinterested Shareholders. The Eligible Directors are not disinterested Shareholders and, as a result, they will not vote their Common Shares with respect to the Corporation Deferred Share Unit Plan Resolution. These excluded Shareholders and their respective associates and affiliates hold an aggregate of 1,067,830 Common Shares, representing 4.5% of the issued and outstanding Common Shares.

Unless instructed otherwise, the persons whose names are printed on the enclosed Form of Proxy intend to vote at the Meeting FOR the approval of the Corporation Deferred Share Unit Plan Resolution. The resolution will only come into force if it is passed by a majority of the votes cast by the disinterested Shareholders present or represented by proxy at the Meeting.

15. RESTRICTED SHARE UNIT PLAN

The Shareholders who are considered to be disinterested Shareholders for the purpose hereunder will be asked to consider and, if thought appropriate, to approve the Corporation Restricted Share Unit Plan in the form described herein. The resolution relating to the Corporation Restricted Share Unit Plan (the **Corporation Restricted Share Unit Plan Resolution**) is annexed hereto as Schedule E. As of the date of this Circular, no grants have been made under the Corporation Restricted Share Unit Plan.

On November 13, 2018 the Corporation Board adopted, as amended on March 22, 2019 and subject to the disinterested shareholder approval, the Corporation Restricted Share Unit Plan, which has been approved by the TSXV, to allow for the grant of restricted share units (**RSUs**) to eligible employees, directors or contractors (**Participants**).

The eligibility criteria for Participants shall be established by the Corporation Board. The aggregate maximum number of Common Shares available for issuance from treasury, pursuant to any security-based compensation arrangements of the Corporation, excluding any share issuable under the Corporation Stock Option Plan, is 450,000. The number of Common Shares issuable to insiders of the Company, at any time, under any security-based compensation arrangements of the Corporation, may not exceed ten percent (10%) of the total number of Common Shares issued and outstanding at the date of grant. The maximum number of Common Shares issuable to Non-Employee Directors, at any time, pursuant to the Corporation Restricted Share Unit Plan or any other security-based compensation arrangements of the Corporation, excluding any share issuable under the Corporation Stock Option Plan, is 450,000. Furthermore, the total annual grant to any one Non-Employee Director, within any one-year period, pursuant to the Corporation Restricted Share Unit Plan or any security-based compensation arrangements of the Corporation, shall not exceed a maximum grant value of $120,000 worth of securities. The Corporation Board is responsible for administering the Corporation Restricted Share Unit Plan.

RSUs granted to a Participant will entitle the Participant, subject to the Participant's satisfaction of any conditions, restrictions or limitations imposed under the Corporation Restricted Share Unit Plan or under the grant letter evidencing the grant of RSUs to a Participant (a **Restricted Share Unit Grant Letter**), to receive a payment in fully paid Common Shares or, at the option of the Corporation, in cash on the date when the RSUs are fully vested, which date shall be no later than December 31 of the third calendar year following the service year applicable to the Participant's RSU award. In the event that the date when the RSUs of a Participant are fully vested falls within ten business days of the expiration of a blackout period applicable to such Participant, then the such date shall be extended to the close of business on the tenth business day following the expiration of the Blackout Period.

Subject to the foregoing, the Corporation Board shall, in its sole discretion, determine any and all conditions to the vesting of RSUs granted to a Participant, which vesting conditions may be based on either or both of time and performance criteria as the Corporation Board may determine in its sole discretion, except as provided for in the Restricted Share Unit Grant Letter or as otherwise determined by the Corporation Board:

(i) in the event of the death of the Participant, all unvested RSUs credited to the Participant will vest on the date of the Participant's death. The Common Shares represented by the RSUs held by the Participant shall be issued or acquired in the open market by a broker who is independent of the Corporation (the **Broker**), or cash will be paid, as determined by the Corporation Board, to or for the benefit of the Participant's estate as soon as practicable;

(ii) in the event of the disability of the Participant, all RSUs credited to the Participant which have not vested prior to the date on which the Participant is determined to be totally disabled will vest on the earlier of: (a) the 60th day following the date on which the Participant is determined to be totally disabled; and (b) the vesting date otherwise applicable, and the Common Shares represented by RSUs held by the Participant shall be issued or acquired in the open market by the Broker, or cash will be paid, as determined by the Corporation Board, to or for the benefit of the Participant as soon as practicable;

(iii) if a Participant shall cease to be employed by, or provide services to, the Corporation or an Affiliate (and is not or does not continue to be a director or employee thereof) as a result of termination without cause, all unvested RSUs credited to the Participant shall vest on the date of termination, and the Shares represented by RSUs held by the Participant shall be issued or acquired in the open market by the Broker, or cash will be paid, as determined by the Corporation Board, to or for the benefit of the Participant as soon as practicable; and

(iv) if a Participant shall: (i) cease to be a director of the Corporation or an Affiliate (and is not or does not continue to be an employee thereof) for any reason other than death or disability; or (ii) cease to be employed by, or provide services to, the Corporation or any of its affiliates (and is not or does not continue to be a director or employee thereof) for any reason other than death, disability or termination without cause, all RSUs held by such Participant shall be forfeited and cancelled as of the date of termination, and the Participant shall have no entitlement to receive any payment in respect of such forfeited RSUs, or any other amount in respect of such forfeited RSUs, by way of damages, payment in lieu or otherwise.

The payment obligation in respect to any vested RSUs, net of any applicable taxes and other source deductions required to be withheld, will be settled, on the redemption of the RSU, with the issue of fully paid Common Shares from treasury or by having the Broker acquire the Common Shares in the open market on behalf of the Participant, in the event the Corporation elects not to issue Common Shares from treasury. If, after the issuance of Common Shares or purchase of Common Shares by the Broker, an amount remains payable in respect of the vested RSUs being redeemed, such remaining amount shall be paid in cash to the Participant. In the event that the Corporation or an affiliate elects to satisfy its payment obligation in cash, on the Participant's entitlement date, the RSU shall be redeemed and paid to the Participant by the Corporation or any affiliate that is the employer of the Participant. The Market Value of the vested RSU so redeemed shall, after deduction of any applicable taxes and other source deductions required to be withheld, be paid in cash. For greater certainty, no amount will be paid to, or in respect of, a Participant under the Corporation Restricted Share Unit Plan or pursuant to any other arrangement, and no additional RSUs will be granted to a Participant to compensate the Participant for any downward fluctuations in the price of a Common Share nor will any other form of benefit be conferred upon, or in respect of, a Participant for such a purpose.

The expiry date, with respect to any RSU, shall be the date specified in the applicable Restricted Share Unit Grant Letter as the date on which the RSU will be terminated and cancelled or, if later or no such date is specified in the Restricted Share Unit Grant Letter, December 31 of the third (3rd) calendar year following the end of the service year of the Participant. No RSU and no other right or interest of a Participant is assignable or transferable but shall thereafter enure to the benefit of and be binding upon the Participant's beneficiary.

The Corporation Board will have overall authority for interpreting, applying, amending and terminating the Corporation Restricted Share Unit Plan without shareholder approval; provided that subject to any additional requirements of the rules of the applicable stock exchange, the following amendments to the Corporation Restricted Share Unit Plan or units issued thereunder shall not be made without the prior approval of the applicable stock exchange and approval of the shareholders (such approval to exclude, in certain circumstances, the votes of insiders in accordance with the rules of the applicable stock exchange): (i) an amendment of the number of securities under the Corporation Restricted Share Unit Plan; (ii) a change in the definition of "Participant" which would have the potential of narrowing, broadening or increasing insider participation; (iii) amendments to the limits on Non-Employee Director participation according to the Corporation Restricted Share Unit Plan; (iv) amendments to section 5.03 of the Corporation Restricted Share Unit Plan regarding amendment and termination of such plan, and (v) amendments of the Corporation Restricted Share Unit Plan that would permit RSUs, or any other right or interest of a Participant under the plan, to be assigned or transferred, other than for normal estate settlement purposes.

The TSXV requires that the Corporation Restricted Share Unit Plan Resolution be passed by a majority of the votes cast at the Meeting by disinterested Shareholders. The directors and employees of the Corporation are not disinterested Shareholders and, as a result, they will not vote their Common Shares with respect to the Corporation Restricted Share Unit Plan Resolution. These excluded Shareholders and their respective associates and affiliates hold an aggregate of 5,477,473 Common Shares, representing 23.3% of the issued and outstanding Common Shares.

Unless instructed otherwise, the persons whose names are printed on the enclosed Form of Proxy intend to vote at the Meeting FOR the approval of the Corporation Restricted Share Unit Plan Resolution. The resolution will only come into force if it is passed by a majority of the votes cast by the disinterested shareholders present or represented by proxy at the Meeting.

16. INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

As of the date hereof, none of the directors, executive officers or other members of management or their respective associates or affiliates, of the Corporation, is or has been indebted to the Corporation or its subsidiaries.

17. INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, no informed person of the Corporation and no proposed nominee for election as a director of the Corporation or any associates or affiliates of the foregoing persons has had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction material to the Corporation since the commencement of the Corporation's last financial year.

18. SHAREHOLDER PROPOSALS

The *Canada Business Corporations Act* (the **CBCA**) provides, in effect, that a registered holder or beneficial owner of shares that is entitled to vote at an annual meeting of the Corporation may submit to the Corporation notice of any matter that the person proposes to raise at the meeting (referred to as a **Proposal**) and discuss at the meeting any matter in respect of which the person would have been entitled to submit a Proposal. The CBCA further provides, in effect, that the Corporation must set out the Proposal in its management information circular along with, if so requested by the person who makes the Proposal, a statement in support of the Proposal by such person. However, the Corporation will not be required to set out the Proposal in its management information circular or include a supporting statement if, among other things, the Proposal is not submitted to the Corporation at least 90 days before the anniversary date of the notice of meeting that was sent to the Shareholders in connection with the previous annual meeting of Shareholders of the Corporation.

The foregoing is a summary only. Shareholders should carefully review the provisions of the CBCA relating to Proposals and consult with a legal advisor.

19. APPOINTMENT OF INDEPENDENT AUDITORS

The management of the Corporation proposes that Deloitte LLP (**Deloitte**) be appointed as independent auditors of the Corporation to hold office until the next annual meeting of Shareholders or until their successor is appointed and that the directors be authorized to fix their remuneration. The Corporation Board approved the resignation of its former auditors, Dale Matheson Carr-Hilton Labonte LLP (**DMCL**) and its replacement by Deloitte with effect as of November 29, 2018. As per National Instrument 51-102 - *Continuous Disclosure Obligations*, the reporting package consisting of (i) the Notice of Change of Auditor, (ii) the letter from the predecessor auditors (DMCL) and (iii) the letter from the successor auditors (Deloitte) is attached hereto as Schedule G.

Except where authority to vote on the appointment of the independent auditor of the Corporation is withheld, persons named in the accompanying Form of Proxy will vote FOR the appointment of Deloitte LLP, as independent auditors of the Corporation to hold office until the next annual meeting of Shareholders or until their successors are appointed, at such remuneration as may be determined by the Corporation Board.

20. CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 - *Corporate Governance Guidelines*, National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, and Policy 3.1 - *Directors, Officers, Other Insiders & Personnel and Corporate Governance* of the TSXV set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer, such as the Corporation, must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Corporation's required annual disclosure of its corporate governance practices.

Board of Directors

The Corporation Board is currently comprised of seven (7) directors, all of whom are independent directors, within the meaning of National Instrument 52-110 - *Audit Committee* (**NI 52-110**) except for Mr. Rory Olson who is not an independent director within the meaning of NI 52-110 because he is the President and Chief Executive Officer of the Corporation.

The Corporation Board has adopted a *Board of Directors Charter*, effective November 13, 2018 (the **Board Charter**) and it will review and assess annually the adequacy of the Board Charter.

The Corporation Board fixes its own procedure at meetings and for the calling of meetings. Meetings of the Corporation Board are held quarterly, or more frequently, as required. Independent directors may meet before or after each board meeting or more often if required. Directors are expected to attend all meetings of the Corporation Board and review, in advance, the meeting materials. The majority of the Corporation Board constitutes a quorum for the transaction of business at a meeting. For any meeting at which the Chair is absent, the Chair of the meeting will be the President and Chief Executive Officer.

Board mandate

The Corporation Board is responsible for the stewardship of the Corporation and is responsible for acting in its best interest. The mandate of the Board is to supervise the management of the business and affairs of the Corporation generally, as well as establish strategic direction and objectives.

The Corporation Board ensures that a strategic planning process is in place and approves, on at least an annual basis, a business plan which takes into account, among other things, the longer-term opportunities and risks of the business. It also approves the Corporation's annual operating and capital budgets and reviews operating and financial results in relation to the Corporation's business plan and budgets.

Nomination of directors and executive officers

The Corporation may use various sources in order to identify the candidates for the Corporation Board, including its own contacts and the references of other directors, officers, advisors of the Corporation and executive placement agencies. The Corporation Board identifies individuals qualified to become board members, approves the nominations of directors to the Board and its committees and assesses annually the effectiveness and contribution of the Corporation Board, the Board Chair and each committee of the Corporation Board and their respective Chairs and individual directors. The Corporation Board appoints the executive officers of the Corporation, including the Chief Executive Officer and the Chief Financial Officer, develops the corporate goals and objectives of each executive officer and evaluates the performance of each executive officer in relation to such goals and objectives. The Corporation Board establishes appropriate limits on the authority delegated to the executive officers and management personnel to manage the business and affairs of the Corporation.

Evaluation of the Corporation Board

The Corporation Board shall, on an annual basis, evaluate and review its performance as a whole, as well as the performance of each individual director while taking into account i) in the case of the Corporation Board as a whole, the Board Charter and ii) in the case of an individual director, the applicable position description and the competencies and skills each individual director is expected to contribute to the Corporation Board.

Compensation

Subject to the oversight and recommendation of the GHRC, the Corporation Board determines the directors' remuneration for board and committee service, ensures that the Corporation's compensation policy for directors reflects realistically the time spent, responsibilities involved in being an effective director. The Corporation Board approves the Corporation's compensation and benefits policy for executive officers and ensure itself that such policy creates and reinforces good conduct, ethical behavior and promotes reasonable risk taking.

Orientation and continuing education

The Corporation Board provides a comprehensive orientation program for new directors and continuing education opportunities for all directors.

Board of Directors committees

The Corporation has two committees: an Audit Committee and a Governance, Human Resources and Compensation Committee (GHRC).

Members of other boards of directors

Mr. James C. Cherry is a director of Cogeco Inc., Cogeco Communications Inc. and Logistec Corporation, reporting issuers located in Canada.

Ethical business conduct

The Corporation Board adopted a *Code of Ethics* and an *Insider Trading Policy* with the purpose of promoting integrity, deterring wrongdoing and encouraging and promoting a culture of ethical business conduct, and it oversees compliance with these policies by directors, executive officers and other management personnel and employees.

Risk Management

The Corporation Board identifies and assesses the principal risks of the Corporation's business and ensures the implementation of appropriate systems to manage these risks. It also ensures the integrity of the Corporation's internal control system and management information systems.

The Corporation Board reviews and oversees compliance with the Corporation's *Policy on Corporate Disclosure and Confidentiality of Information* (the **Disclosure Policy**) by directors, executive officers and other management personnel and employees, reviews and approves the Corporation's internal and external policies for communicating and disseminating information and oversees the Corporation's disclosure controls and procedures, the whole in accordance with the Disclosure Policy.

21. AUDIT COMMITTEE INFORMATION

Audit Committee charter

The Audit Committee is responsible for overseeing the accounting and financial reporting practices of the Corporation and audits of the Corporation's financial statements. The Audit Committee's responsibilities also include the selection, recommendation and oversight of the independent auditors of the Corporation, as well as the oversight of its internal audit process and system of internal controls over financial reporting and disclosure. The Audit Committee is also responsible for the pre-approval of all non-audit services to be provided to the Corporation by its independent auditors. The Audit Committee shall review and confirm the independence of the independent auditors by obtaining statements from the independent auditors describing all relationships with the Corporation, including with respect to any non-audit services.

The Audit Committee charter sets out its responsibilities and duties, qualifications for membership, procedures for committee member removal and appointment and reporting to the Corporation Board. A copy of the charter is attached to this Circular as Schedule F.

Composition of the Audit Committee

Name	Independent(1)	Financially literate(1)
Neil Hindle(2)	Yes	Yes
Marc-André Aubé	Yes	Yes
Karna Gupta	Yes	Yes

Notes:

(1) As such terms are defined in NI 52-110.

(2) Mr. Hindle acts as Chair of the Audit Committee.

Relevant education and experience

Mr. Hindle became a Chartered Accountant in 1980 and holds a Bachelor of Commerce degree and a Graduate Diploma in Public Accounting.

Mr. Aubé is a Chartered Financial Accountant and also holds an MBA and an engineering degree and has experience in various industry sectors, including in finance with Caisse de dépôt et placement du Québec and Scotia Capital Inc.

Mr. Gupta holds an MBA and is a technology executive with over 35 years of global industry experience.

Auditor Service fees

<u>Audit Fees</u>

The total audit fees billed by VOTI's independent auditors for the fiscal year ended October 31, 2018 were $128,400 and $68,820 for the fiscal year ended October 31, 2017.

<u>Audit-Related Fees</u>

The total audit-related fees billed by VOTI's independent auditors for the fiscal year ended October 31, 2018 were $250,000 and $116,070 for the fiscal year ended October 31, 2017.

Tax Fees

The total tax fees billed by VOTI's independent auditors for the fiscal year ended October 31, 2018 were nil and $8,528 for the fiscal year ended October 31, 2017.

All Other Fees

The total other fees billed by VOTI's independent auditors for the fiscal year ended October 31, 2018 were $47,080 and nil for the fiscal year ended October 31, 2017.

The Corporation is relying upon the exemption in Section 6.1 of NI 52-110.

22. OTHER MATTERS

Management of the Corporation knows of no amendments or changes to the matters referred to in the Notice of Meeting, nor of any matters which are not known to management to be discussed other than those referred to in the Notice. However, if any amendments, changes, or other matters should properly come before the Meeting, the enclosed Form of Proxy gives discretionary authority to the persons named therein to vote on these matters as they may deem advisable.

23. ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information is provided in VOTI's comparative annual financial statements for the year ended October 31, 2018 and the related management's discussion and analysis (the **MD&A**). Shareholders who wish to obtain a copy of the audited consolidated financial statements and MD&A of VOTI may contact the Corporation as follows:

By phone: (514) 782-1566
By email: IR@votidetection.com
By mail: 790, rue Bégin, Saint-Laurent, Québec, H4M 2N5

24. DIRECTORS' APPROVAL

The contents of the Circular and the sending thereof have been approved by the Corporation Board on March 22, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(s) Philip Murray

Philip Murray, Chairman
Montréal, Québec

SCHEDULE A

TO THE MANAGEMENT INFORMATION CIRCULAR OF VOTI DETECTION INC.

GENERAL BY-LAWS OF THE CORPORATION

enacted in accordance with the provisions of the
Canada Business Corporations Act

DEFINITIONS

For the purposes of these By-laws, unless otherwise provided:

"Act" means the *Canada Business Corporations Act*, R.S.C. (1985) ch. C-44, as well as any amendment which may be made thereto, and any act which may be substituted therefor.

"Applicable Securities Laws" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.

"Auditor" means the auditor of the Corporation and includes an auditing firm.

"Director Nomination By-laws" has the meaning ascribed thereto in Section (a)26.

"GHRC Committee" has the meaning ascribed thereto in Section (a)66.

"Ordinary Resolution" means a resolution adopted by the majority of the votes cast by the shareholders who voted in respect of that resolution.

"Nominating Shareholder" has the meaning ascribed thereto in Section (a)26(c).

"Nominating Shareholder's Notice" has the meaning ascribed thereto in Section (a)26(c).

"Notice Date" has the meaning ascribed thereto in Section (a)27(a).

"Proposed Nominee" has the meaning ascribed thereto in Section (a)28(a).

"public announcement" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and

"Resident Canadian" has the particular meaning as described by the Act to such expression but, as a summary, includes a Canadian citizen and a permanent resident within the meaning of the *Immigration and Refugee Protection Act*, habitually residing in Canada.

"Special Resolution" means a resolution adopted by two-thirds at least of the votes cast by the shareholders who voted in respect of that resolution or signed by all the shareholders entitled to vote on that resolution.

"Stock Exchange" means, at any time, the Toronto Stock Exchange and any other stock exchange on which any securities of the Corporation are listed for trading at the applicable time.

"Timely Notice" has the meaning ascribed thereto in Section (a)27.

"Unanimous Shareholders Agreement" means an agreement described in subsection 146(1) of the Act entered into among all the shareholders of the Corporation or a declaration of the sole shareholder of the Corporation described in subsection 146(2) of the Act.

BUSINESS OF THE CORPORATION

1. Registered Office. The registered office of the Corporation is situated in the Province specified in the Articles, at such address as the Board of Directors may determine.

2. Offices. The Corporation may, in addition to its registered office, establish and maintain any other offices and agencies elsewhere within or outside Canada.

3. Execution of Instruments. Deeds, documents, bonds, debentures, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by one person who holds one of the following offices: Chairperson of the Board, the President and Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, or Director. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal, if any, to any instrument requiring the same.

4. Shareholder Vote. In the event an approval of the Corporation's shareholders is required pursuant to any constituting document of the Corporation or any directors' resolution, the Corporation shall seek a shareholder vote thereon in accordance with the applicable provisions of the Act and the Corporation's shareholders' approval shall be deemed to have been given or withheld in accordance with the provisions of the Act relating to the Corporation's shareholders' approval sought.

5. Dissent Right. In the event a vote of the Corporation's shareholders is sought pursuant to Section 4 and the Act provides for a right of dissent by the shareholders, the Corporation's shareholders may exercise a right of dissent in the manner provided for in the Act subject to applicable law.

SHAREHOLDERS

6. Annual Meeting. The annual meeting of the shareholders of the Corporation shall be held on such date each year and at such time as may be fixed by the Board of Directors, to receive and consider the financial statements with the report of the Auditor, to elect directors, to appoint an Auditor and to fix or to authorize the Board of Directors to fix the Auditor's remuneration, and to consider, deal with and dispose of such other business as may lawfully come before the meeting. The annual meeting of the shareholders of the Corporation shall be called no later than six (6) months after the end of the preceding financial year.

7. Special Meetings. Special meetings of the shareholders may be called at any time as determined by the President and Chief Executive Officer or the Board of Directors.

8. Place of Meetings. Meetings of the shareholders shall be held at the registered office of the Corporation or at any other place in Canada that may be fixed by the Board of Directors. Meetings of the shareholders may be held outside Canada at the place specified in the Articles or if all shareholders entitled to vote thereat so agree; a shareholder who attends a meeting held outside Canada is deemed to have agreed to it being held outside Canada except when he or she attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

9. Notice of Meetings. Notice of each annual meeting and of each special meeting of the shareholders shall be delivered to the shareholders entitled to vote thereat, the directors and the Auditor or, in the discretion of the person charged with the giving of such notice, mailed by ordinary mail or transmitted by facsimile or e-mail to the shareholders who at the close of business on the record date for notice as determined by the Board are entered in the books of the Corporation, the directors and the Auditor, at their respective addresses or facsimile numbers, not less than twenty-one (21) days and not more than sixty (60) days prior to the date fixed for the meeting. In the event that securities of the Corporation are listed on a Stock Exchange, notice of the annual meeting of shareholders shall also be given to such Stock Exchange and any other applicable regulatory authority. If the address of the shareholder is not entered in the books of the Corporation, the notice may be sent as aforesaid to the address that the person sending the

notice considers to be most likely to reach such shareholder promptly. The irregularity in the notice of meeting or the delivery thereof, including the accidental omission of giving it or the non-reception by a shareholder, a director or the Auditor, does not affect the validity of the procedures at the meeting.

Such notice shall specify the date, time and place of each meeting. The notice of the annual meeting may, but need not, specify the nature of the business when such meeting is called only to consider the financial statements with the report of the Auditor, to elect directors and to re-appoint the incumbent Auditor. The notice of the annual meeting at which other business shall be transacted, as well as the notice of special meeting, shall state:

(a) the nature of business to be considered in sufficient detail to permit the shareholders to form a reasoned judgment thereon; and

(b) the text of any Special Resolution to be submitted to the meeting.

It is not necessary to give notice of the reconvening of an adjourned meeting other than by announcement at the earliest meeting that is adjourned; a new notice of meeting is, however, required if the meeting of the shareholders is adjourned one (1) or more times for an aggregate of thirty (30) days or more.

In the case of joint shareholders, the notice of meeting and any document pertaining to the meeting may be sent to whichever of such persons is named first in the securities register of the Corporation. Any notice and documents so given shall be sufficient for all of them.

The signature to any notice of meeting may be written, stamped, typewritten, printed or otherwise mechanically reproduced thereon.

A certificate of the Secretary or of any other duly authorized officer of the Corporation in office at the time of the making of the certificate shall be conclusive evidence that may be set up against any shareholder, director or the Auditor of the sending or delivery of a notice of meeting.

10. Waiver of Notice. A shareholder or any other person entitled to attend a meeting of shareholders may waive the notice of a meeting of the shareholders prior to, during or after the holding of such meeting. His or her sole attendance at a meeting is a waiver except where he or she attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

11. Chairperson. The President and Chief Executive Officer of the Corporation, or such other person as may from time to time be appointed for that purpose by the Board of Directors, shall preside at meetings of shareholders.

12. Quorum. Two (2) or more persons present in person or represented in accordance with Section 13 below and holding not less than twenty-five percent (25%) plus one of the aggregate number of votes attached to all the voting shares for such meeting shall constitute a quorum at an annual or special meeting of the shareholders, regardless of the actual number of persons physically present.

If a quorum is present at the opening of a meeting, the shareholders present or represented may proceed with the business of the meeting, even though a quorum is not maintained throughout the meeting.

If a quorum is not present at the opening of a meeting, the shareholders present or represented may, by a majority vote to that effect, adjourn the meeting to a fixed time and place, but may not transact any other business.

If a quorum is present at the reconvening of the meeting so adjourned, said meeting may proceed, failing which, a new meeting shall be called.

13. Proxy. Shareholders shall be entitled to vote in person or, if a body corporate, through a representative duly authorized by resolution of the directors or other governing body of such body corporate. Shareholders shall also be entitled to vote by proxy.

The Corporation shall solicit proxies and provide proxy statements for all meetings of shareholders in the manner provided in the Act and shall file copies of such proxy solicitations in accordance with the applicable regulatory and Stock Exchange Requirements.

A proxyholder need not be a shareholder of the Corporation and may serve as proxyholder for several shareholders.

Signatures of proxies need not be witnessed.

The Board of Directors may, in the notice of a meeting of shareholders, specify a date and a time limit when proxies to be used at a meeting must be deposited with the Corporation or its mandatary; such date and time limits shall not precede the meeting by more than forty-eight (48) hours, excluding Saturdays and statutory holidays.

14. Participation by Telephone or Electronic Means and Meetings Held by Telephone or Electronic Means. Any person entitled to attend a meeting of shareholders may participate in the meeting using means permitting all participants to communicate adequately with each other, if the Corporation makes available such a communication facility, in particular, telephonic or electronic means. A person participating in a meeting by such means is deemed to be present at the meeting.

The directors or the shareholders, as the case may be, who call a meeting may determine that the meeting shall be held entirely by means permitting all participants to communicate adequately with each other, in particular, by telephonic or electronic means.

15. Voting Right. Subject to the provisions of the Articles and the Act, each shareholder shall have as many votes as he or she or she has voting shares of the Corporation.

16. Joint Shareholders. If two or more persons hold shares jointly, any one of them present in person or represented by proxy at a meeting of shareholders may, in the absence of the other or others, vote the shares. However, if two or more of those persons who are present, in person or by proxy, vote, they shall vote as one on the shares jointly held by them.

17. Decisions Taken by the Majority. Unless otherwise provided in the Act, all matters submitted to a meeting of shareholders will be decided by Ordinary Resolutions.

18. Casting Vote. In the event of an equality in the voting, the Chairperson will have no casting vote.

19. Vote by a Show of Hands. Unless a vote by ballot is requested, the vote shall be taken by a show of hands. In such case, the shareholders or their proxyholders shall vote by raising their hands, and the number of votes shall be calculated in accordance with the number of raised hands.

20. Ballot. If the Chairperson so orders or a shareholder or proxyholder entitled to vote so requests, the vote shall be taken by ballot. A request for a vote by ballot may be made at any time prior to the adjournment of the meeting, even after the holding of a vote by a show of hands, and such a request may also be withdrawn. Each shareholder or proxyholder shall remit to the scrutineers one or more ballots, on which he or she shall enter the manner in which he or she shall cast the votes he or she has and, as the case may be, his or her name and the number of votes he or she has. Whether or not a vote by a show of hands has previously been taken on the same matter, the result of a ballot shall be deemed to represent the resolution of the meeting in respect thereof.

21. Electronic voting. The Corporation may allow the shareholders and their proxyholders to vote by means of a telephonic or electronic communication facility it makes available for that purpose and in conformity with the explanation and instructions it provides them, inasmuch as this facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each shareholder or group of shareholders voted.

22. Procedure at Meetings. The Chairperson of any meeting of shareholders shall be responsible for conducting the procedure thereat in all respects, and his or her decision on any matter, even a matter pertaining to the validity or

non-validity of a proxy and the receivability or non-receivability of a motion, shall be final and binding on all the shareholders.

Unless a ballot is demanded a declaration by the Chairperson that a resolution has been carried or defeated, with or without qualification of unanimity, by a particular majority, and an entry to this effect in the minutes of the meeting shall be conclusive evidence of the fact.

At all times during the meeting, the Chairperson, of his or her own initiative or without the assent of the shareholders given by a simple majority, for a valid reason, such as a disturbance or confusion rendering the harmonious and orderly conduct of the meeting impossible, may adjourn the meeting from time to time and no notice of any such adjourned meeting need be given; a new notice of meeting is, however, required if the meeting of the shareholders is adjourned one (1) or more times for an aggregate of thirty (30) days or more.

Should the Chairperson fail to carry out his or her duties in good faith, the shareholders may remove him or her at any time and replace him or her by another person chosen from among their number.

The directors of the Corporation shall be entitled, in such sole capacity, to attend meetings of shareholders and to take the floor thereat.

23. Scrutineers. The Chairperson at any meeting of shareholders may appoint scrutineers (who may but need not be directors, officers, employees, or shareholders of the Corporation), who shall act in accordance with the directives of the Chairperson.

24. Addresses of Shareholders and Subsequent Transferees. Every shareholder shall furnish to the Corporation a mailing or electronic address to which all notices intended for such shareholder may be sent. Every person who, by operation of law, transfer or other means whatsoever, shall be entitled to any share, shall be bound by every notice in respect of such share which was given before his or her name and address were entered on the register to the person whose name appears on the register at the time such notice is given.

25. Signed Resolutions. A resolution in writing signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders shall be as valid as if it had been passed at a meeting of the shareholders. A copy of each signed resolution shall be kept with the minutes of the meetings of shareholders. Written resolutions of the shareholders may also be adopted to the extent permitted under the Act and the rules of any applicable Stock Exchange.

NOMINATION OF DIRECTORS

26. Eligibility for Nomination. Only persons who are nominated in accordance with the procedures set out in Sections 26 to 33 of the present by-laws (the "**Director Nomination By-laws**") shall be eligible for election as directors to the Board of Directors. Nominations of persons for election to the Board of Directors may only be made at an annual meeting of shareholders, or at a special meeting of shareholders called for any purpose which includes the election of directors to the Board of Directors, as follows:

(a) by or at the direction of the Board of Directors or an authorized officer of the Corporation, including pursuant to a notice of meeting;

(b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition of shareholders made in accordance with the provisions of the Act; or

(c) by any person (a "**Nominating Shareholder**"), who: (i) is, at the close of business on the date of giving notice provided for in these Director Nomination By-laws (the "**Nominating Shareholder's Notice**") and on the record date for notice of such meeting, either entered in the securities register of the Corporation as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (ii) has given timely notice in proper written form as set forth in these by-laws.

For the avoidance of doubt, the foregoing paragraph shall be the exclusive means for any person to bring nominations for election to the Board of Directors before any annual or special meeting of shareholders of the Corporation.

In addition to any other requirements under applicable laws, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given the Nominating Shareholder's Notice thereof that is both timely and in proper written form (in accordance with this by-law) to the Secretary of the Corporation at the head office of the Corporation.

27. Timely Notice Period for Nominating Shareholder's Notice. For a nomination made by a Nominating Shareholder to be timely notice (a "**Timely Notice**"), the Nominating Shareholder's Notice must be received by the Secretary of the Corporation:

(a) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10^{th}) day following the Notice Date; and

(b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for any purpose which includes the election of directors, not later than the close of business on the fifteenth (15^{th}) day following the day on which the first public announcement of the date of the special meeting is made by the Corporation.

28. Form of Nominating Shareholder's Notice. To be in proper written form, a Nominating Shareholder's Notice to the Secretary of the Corporation must:

(a) disclose or include, as applicable, as to each person whom the Nominating Shareholder proposes to nominate for election as a director (a "**Proposed Nominee**"):

(A) such Proposed Nominee's name, age, business and residential address, principal occupation or employment for the past five years, status as a "resident Canadian" (as such term is defined in the Act);

(B) such Proposed Nominee's qualifications to serve as a director under applicable law and the rules of any applicable stock exchange;

(C) such Proposed Nominee's direct or indirect beneficial ownership in, or control or direction over, any class or series of securities of the Corporation, including the number or principal amount and the date(s) on which such securities were acquired;

(D) any relationships, agreements or arrangements, including financial, compensation and indemnity related relationships, agreements or arrangements, between the Proposed Nominee or any affiliates or associates of, or any person or entity acting jointly or in concert with, the Proposed Nominee and the Nominating Shareholder;

(E) such Proposed Nominee's written consent to being named in the notice as a nominee and to serving as a director of the Corporation if elected; and

(F) any other information that would be required to be disclosed in a dissident proxy circular or other filings required to be made in connection with the solicitation of proxies for election of directors pursuant to the Act or Applicable Securities Laws.

(b) disclose or include, as applicable, as to each Nominating Shareholder and each beneficial owner, if any, giving the Nominating Shareholder's Notice:

(A) such Nominating Shareholder's name, business and residential address and direct or indirect beneficial ownership in, or control or direction over, any class or series of securities of the Corporation, including the number or principal amount and the date(s) on which such securities were acquired;

(B) such Nominating Shareholder's interests in, or rights or obligations associated with, an agreement, arrangement or understanding, the purpose or effect of which is to alter, directly or indirectly, the person's economic interest in a security of the Corporation or the person's economic exposure to the Corporation;

(C) any relationships, agreements or arrangements, including financial, compensation and indemnity related relationships, agreements or arrangements, between the Nominating Shareholder or any affiliates or associates of, or any person or entity acting jointly or in concert with, the Nominating Shareholder and any Proposed Nominee;

(D) any proxy, contract, arrangement, agreement or understanding pursuant to which such person, or any of its affiliates or associates, or any person acting jointly or in concert with such person, has any interests, rights or obligations relating to the voting of any securities of the Corporation or the nomination of directors to the board;

(E) a representation that the Nominating Shareholders is a holder of record of securities of the Corporation, or a beneficial owner, entitled to vote at such meeting and intends to appear in person or by proxy at the applicable shareholders' meeting to propose such nomination;

(F) a representation as to whether such person intends to deliver a proxy circular and/or form of proxy to any shareholder of the Corporation in connection with such nomination or otherwise solicit proxies or votes from shareholders of the Corporation in support of such nomination; and

(G) any other information relating to such person that would be required to be included in a dissident proxy circular or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to the Act or as required by Applicable Securities Laws.

A Nominating Shareholder's Notice shall be promptly updated and supplemented, if necessary, so that the information provided or required to be provided in a Nominating Shareholder's Notice shall be true and correct in all material respects as of the date that is ten (10) business days prior to the date of the meeting, or any adjournment or postponement thereof.

29. Notwithstanding any other provisions of these by-laws, any notice (including the Nominating Shareholder's Notice), or other document or information required to be given to the Secretary pursuant to the Director Nomination By-laws may only be given by personal delivery, facsimile transmission or by email (at such email address as may be stipulated from time to time by the Secretary for the purposes of such notice), and shall be deemed to have been given and made only at the time it is served by personal delivery to the Secretary at the address of the principal executive offices of the Corporation, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Montreal time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the next following day that is a business day.

30. Waiver of Director Nomination By-laws. The Board may, in its sole discretion, waive any requirement of the Director Nomination By-laws.

31. Determination of Eligibility of the Proposed Director by the Chair. The chair of any meeting of shareholders of the Corporation shall have the power to determine whether any proposed nomination is made in accordance with the provisions of the Director Nomination By-laws, and if any proposed nomination is not in compliance with such provisions, must declare that such defective nomination shall not be considered at any meeting of shareholders.

32. Appearance of Proposed Nominee before GHRC Committee. Despite any other provision of the Director Nomination By-laws, if the Nominating Shareholder (or a qualified representative of the shareholder) does not appear at the meeting of shareholders of the Corporation to present the nomination, or if a Proposed Nominee fails to meet with the GHRC Committee at such committee's request, such nomination shall be disregarded, notwithstanding that proxies in respect of such nomination may have been received by the Corporation.

33. Inclusion in Proxy Statement. Nothing in the Director Nomination By-laws shall obligate the Corporation or the Board to include in any proxy statement or other shareholder communication distributed by or on behalf of the Corporation or the Board any information with respect to any proposed nomination or any Nominating Shareholder or Proposed Nominee.

BOARD OF DIRECTORS

34. Number. The Corporation shall be managed by a Board of Directors composed of the fixed number of directors indicated in its Articles. If the Articles establish a minimum and a maximum number of directors, the Board of Directors shall be composed of the fixed number of directors established by by-law passed by the Board of Directors or, failing this, selected by the shareholders within such limits.

35. Qualifications. Any natural person may be a director, except a person who is less than eighteen (18) years of age, a person under tutorship or curatorship, a person declared incapable by a court in Canada or in another country, an undischarged bankrupt or a person prohibited by an applicable court or by law from holding the office of director. Unless otherwise provided in the Articles, a director need not be a shareholder.

At least twenty-five percent (25%) of the directors shall be Resident Canadians, unless otherwise set out in the Act. A retiring director, if otherwise qualified, shall be eligible for re-election.

36. Election and Term of Office. Unless the Articles of the Corporation provide for cumulative voting, or confer upon the holders of a category or a series of shares the exclusive right to elect one (1) or more directors, in which case, the provisions of the Articles shall prevail, each director shall be elected at the annual meeting at which an election of directors is required, except for appointing a director following a vacancy occurring during the term or for the election of one or more additional directors. Each director shall be elected either for a fixed term, which shall terminate no later than at the close of the next following annual meeting. It shall not be necessary for all the directors to have the same term of office. Provided that no new directors have been elected in a meeting of shareholders, the term of the directors continue until the election or appointment of their successors.

37. Consent. A director who is elected or appointed must consent to hold office as such, (i) by not refusing to hold office if he or she is present at the meeting when the election or appointment takes place, (ii) by consenting to hold office in writing before the election or appointment or within ten (10) days if he or she is not present at the meeting, or (iii) by acting as a director pursuant to his or her election or appointment.

38. Resignation. A director may resign his or her office by written notice to the Corporation. Reasons need not be given for a resignation. Unless a subsequent date is stipulated in such notice, the resignation shall take effect on the date it is sent.

39. Removal. Subject to the Articles of the Corporation, any director may be removed by Ordinary Resolution at a special meeting of shareholders. The removal of a director, as well as his or her election, shall be at the discretion of the shareholders. A director informed of his or her imminent removal may state in a written statement to the Corporation the reason for his or her opposition to such removal, and the Corporation shall forward such written declaration to the shareholders authorized to vote in the circumstances and to the Director of Corporations Canada.

A vacancy created by the removal of a director may be filled by the shareholders at the meeting at which the removal took place; where such is the case, the notice of calling of the meeting shall mention that an election is to be held if the resolution for removal is carried.

Where the holders of a specific class or series of shares have an exclusive right to elect a director, he or she may only be removed by Ordinary Resolution at a special meeting of such shareholders called for that purpose.

The removal of a director, as well as his or her election, shall be at the discretion of the shareholders. A director may be removed at any time and such removal need not be based on any particular grounds, whether serious or not. Neither the Corporation nor the shareholders voting in favour of the removal shall incur any liability toward the director by the mere fact of his or her removal, even if there be no grounds therefore.

40. Vacancy. The office of a director shall become vacant as of the moment his or her resignation or removal takes effect; likewise, a vacancy shall be created the moment a director is no longer qualified to fulfill his or her duties in accordance with Section 35, or if he or she should die.

41. Filling of Vacancies and Appointments. If a vacancy occurs in the Board of Directors, the directors then in office shall have the power to appoint for the remainder of the term any other qualified person as a director. However, the directors may continue to act notwithstanding one or more vacancies provided a quorum exists. If there is no quorum, the remaining directors shall forthwith call a special meeting of shareholders to fill the vacancy, in accordance with Section 111 of the Act.

In addition to filling vacancies on the Board of Directors, the directors may at any time, without exceeding the number of directors provided by the Articles and subject to the terms of any agreement between shareholders of the Corporation and the Corporation, appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, provided that the total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of the shareholders.

42. Remuneration. Subject to restrictions in the Articles of the Corporation, the remuneration to be paid to the directors shall be such as the directors shall fix from time to time by resolution of the Board of Directors and such remuneration shall be in addition to the salary or remuneration of any officer, employee or supplier of services of the Corporation who is also a member of the Board of Directors, unless a resolution states otherwise. The directors may also be reimbursed for travel and other expenses incurred by them in connection with their duties.

43. General Powers of Directors. Subject to restrictions in a Unanimous Shareholders Agreement, the directors of the Corporation shall manage or supervise the management of the business and affairs of the Corporation and may make or cause to be made for the Corporation any contract which it may by law enter into. The directors shall exercise all such powers and authority as the Corporation by statute or by its Articles is authorized to exercise and do. The directors shall always act by resolution.

The directors may, in particular, purchase or dispose of, by purchase, sale, lease, exchange, hypothec or otherwise, stocks, rights, warrants, options and other securities, buildings and other movable or immovable property or any right or interest therein; for each transaction, they shall fix the consideration and other conditions.

44. Delegation. The directors may, by resolution, delegate all or any of the powers conferred on the Board by Section 43 or by the Act to a director, a committee of directors or any officer to such extent and in such manner as the directors shall determine at the time of each such resolution.

45. Irregularity. Notwithstanding that it be subsequently discovered that there was some defect in the election of the board of directors or of any director or in the appointment of any officer, or the absence or loss of his or her qualification, all acts regularly done by them shall be as valid and binding upon the Corporation as if the election or appointment had been regular or each person had been qualified.

46. Use of Property or Information. All directors and officers shall, in exercising their powers and discharging their duties, act honestly and in good faith with a view to the best interests of the Corporation. No director may mingle the Corporation's property with his or her own property or use for his or her own profit or that of a third person any

property of the Corporation or any information he or she obtains by reason of his or her duties, unless he or she is expressly and specifically authorized to do so by the shareholders of the Corporation.

47. Conflicts of Interest. Each director shall avoid placing himself or herself in any situation where his or her personal interest would be in conflict with his or her obligations as a director of the Corporation.

He or she shall promptly disclose to the Corporation any interest he or she has in an enterprise or other entity that may place him or her in a situation of conflict of interest and any right he or she may set up against it, indicating their nature and extent, where applicable. Such disclosure of interest shall be entered in the minutes of the meetings of directors. A general disclosure shall be valid as long as the facts have not changed, and the director need not repeat it for a specific subsequent transaction.

48. Contracts or Transactions with the Corporation. A director or an officer may, even in performing his or her duties, acquire, directly or indirectly, rights in the Corporation's property or enter into material contracts or transactions with the Corporation, or be a director, an officer or a holder of a material interest in a party to such contract or transaction. He or she shall then, in accordance with Section 120 of the Act, disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors the nature and extent of his or her interest in such contract or transaction, even if such contract or transaction, within the scope of the normal business activity of the Corporation, does not require the approval of either the directors or the shareholders. For the purposes of this by-law, a general notice that the director or officer is a director, an officer or a holder of a material interest in a body corporate and is to be regarded as interested in any contract or transaction made with that body corporate, is a sufficient declaration of interest.

A director who is so interested in a contract shall not discuss or vote on such resolution to approve the contract or transaction unless the contract or transaction is one of the contracts or transactions referred in subsection 120(5) of the Act, that is, relating primarily to the remuneration or indemnification of such director, or a contract with an affiliate of the Corporation.

At the request of the President and Chief Executive Officer or any director, the interested director shall leave the meeting while the Board of Directors discusses and votes on the contract concerned.

Neither the Corporation nor any of its shareholders may contest the validity of a contract or transaction entered into with a director or an officer of the Corporation, or with a party of which such director or officer is a director, an officer or a holder of a material interest, for such sole reason or for the reason that he or she was present or was counted to determine whether a quorum existed at the meeting, provided such director or officer has disclosed his or her interest as aforementioned, the Board of Directors of the Corporation has approved the contract or transaction, and the contract or transaction was, at that time, reasonable and fair for the Corporation.

Such a contract or transaction is not invalid by reason only of the interest of a director or officer in it or of his or her failure to disclose this interest as aforementioned, provided such director or officer acted honestly and in good faith, the contract or transaction is approved or confirmed by Special Resolution at a meeting of the shareholders, disclosure of the interest is made to the shareholders in a manner sufficient to indicate its nature before such contract or transaction is approved or confirmed, and the contract or transaction is reasonable and fair to the Corporation when it is approved or confirmed.

MEETINGS OF THE BOARD OF DIRECTORS

49. Calling of Meetings. Every year, immediately after the annual meeting of the shareholders, a meeting of the new directors present shall be held without further notice if they constitute a quorum, to appoint the officers of the Corporation and consider, deal with and dispose of any other matter.

Meetings of the Board of Directors may be called by or by order of the Chairperson of the Board of Directors, if any, the President and Chief Executive Officer of the Corporation or two (2) directors and may be held anywhere within or outside Canada. A notice of each meeting, specifying the place, date and time, shall be sent to each director at his or her residence or usual place of business. The notice shall be sent no less than two (2) days prior to the date fixed for the meeting by ordinary or registered mail or by facsimile or electronic mail. In the absence of an address for a director, the notice may be sent to the address at which the sender considers that the notice is most likely to reach the director promptly.

The Board of Directors may resolve to hold periodic or fixed meetings of the Board of Directors at such place, within Canada or elsewhere, with or without notices of meeting.

It is not necessary to give notice of the reconvening of an adjourned meeting if the date, time and place of the reconvening of this meeting are announced at the initial meeting.

Any director may waive in writing the notice of a meeting of the Board of Directors before, during or after the holding thereof. His or her sole presence is equivalent to a waiver unless he or she attended the meeting solely to object to the holding of the meeting on the ground that the manner of calling it was irregular.

Except in the case of matters referred to in subsection 115(3) of the Act, including, in particular, the declaration of dividends, the issuance of securities, the acquisition of shares issued by the Corporation, the approval of the annual financial statements, vacancies in the Board of Directors or in the office of Auditor and the adoption, amendment or repeal of the by-laws, no notice of any meeting of the Board of Directors need specify the purpose or the business to be transacted at a meeting.

50. Participation by Telephone or Electronic Means. Directors may, if all are in agreement, participate in a board meeting using means permitting all participants to communicate adequately with each other, in particular, by telephonic or electronic means. A director participating in the meeting by such means shall be deemed to have been present at that meeting. The directors participating by telephonic means shall then vote by a voice vote, in derogation of Section 54 hereinbelow. An electronic vote is deemed to have been given by show of hands or by ballot, as the case may be.

51. Quorum. A majority of the directors in office shall constitute a quorum for a meeting of the Board of Directors. A quorum shall be present for the entire duration of the meeting. If the Board of Directors is composed of a sole director, the decision of such director recorded in writing constitutes the meeting.

When the quorum is reached, notwithstanding any vacancy on the Board of Directors, the directors may exercise all their powers; however, no business shall be transacted at a meeting of directors unless at least twenty-five per cent (25%) of the directors present thereat are Resident Canadian directors, except where (a) a Resident Canadian director who is unable to be present approves in writing, or by telephonic, electronic or other communication facility, the business transacted at the meeting and (b) at least twenty-five per cent (25%) of the directors present thereat would have been Resident Canadian directors had that director been present at that meeting.

52. Meeting Chairperson and Secretary. Meetings of the Board of Directors shall be chaired by the Chairperson of the Board of Directors, if any, or, failing him or her, by the President and Chief Executive Officer of the Corporation if he or she is a director or, failing him or her, by a director designated for such purpose by the Chairperson of the Board or the President and Chief Executive Officer. The Secretary of the Corporation shall act as secretary of the meetings. The directors present at a meeting may nevertheless appoint any other person as Chairperson or secretary of such meeting.

53. Procedure. The meeting Chairperson ensures that the meeting is conducted smoothly and submits to the Board the motions on which a vote is to be taken and generally conducts the procedure thereat in all respects, in which regard his or her decision shall be final and binding on all the directors. Should the meeting Chairperson fail to submit a motion, any director may submit it himself or herself before the meeting is adjourned or closed and, if such motion lies within the competence of the Board of Directors, the Board of Directors shall consider it. For such purpose, the agenda of each meeting of the Board of Directors shall be deemed to include a period for the submission of motions by the directors. Should the meeting Chairperson fail to carry out his or her duties in good faith, the directors may remove him or her at any time and replace him or her by another person.

54. Voting. Each director shall be entitled to one vote and all matters shall be decided by the majority of the votes cast. The vote shall be taken by a show of hands unless the meeting Chairperson or a director requests a ballot, in which case the vote shall be taken by ballot. If the vote is taken by ballot, the meeting secretary shall act as scrutineer and count the ballots. The fact of having voted by ballot shall not deprive a director of the right to express

his or her dissidence in respect of the resolution concerned and to cause such dissidence to be entered. Voting by proxy shall not be permitted, and the meeting Chairperson shall have the casting vote in the case of an equality of votes.

55. Signed Resolution. A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors, shall be as valid as if it had been passed at a meeting of directors. A copy of each signed resolution shall be kept with the minutes of the proceedings of the directors.

OFFICERS

56. Officers. The officers of the Corporation shall be the Chairperson of the Board, if appointed, the President and Chief Executive Officer, the Chief Financial Officer, the Secretary, and such other officers as the Board of Directors may appoint and whose duties it may determine by resolution. Subject to those powers which, pursuant to the Act, may only be exercised by the Board of Directors, the officers of the Corporation shall have the powers, functions and duties prescribed by the Board of Directors, in addition to those specified in the by-laws. The same person may hold more than one office. None of the officers shall be required to be a director or a shareholder of the Corporation.

The Board of Directors may also appoint other agents, officers and employees of the Corporation within or outside Canada; the titles, powers, authority, and duties of such persons shall be determined by the Board of Directors.

In case of the absence of an officer or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and authority of such officer to any other officer or to a director of the Corporation.

57. Chairperson of the Board. Except as set forth herein, the Chairperson of the Board shall preside at all meetings of the Board of Directors.

58. President and Chief Executive Officer. The President and Chief Executive Officer shall be the chief officer of the Corporation and, subject to the control of the Board of Directors, shall supervise, administer and manage the business and affairs of the Corporation generally. The President and Chief Executive Officer shall preside at all meetings of the shareholders and, in the event of the absence, inability or failure of the Chairperson of the Board to act, the President and Chief Executive Officer shall preside at all meetings of the Board of Directors.

59. Chief Financial Officer. Subject to the authority of the President and Chief Executive Officer, the Chief Financial Officer shall have general charge of the finances of the Corporation. He or she shall deposit the money and other valuable effects of the Corporation in the name and to the credit of the Corporation in a bank or another deposit institution designated by the Board of Directors.

60. Chief Operating Officer. The Chief Operating Officer shall, subject to the authority of the President and Chief Executive Officer, manage the operations of the Corporation generally. He or she shall comply with all instructions received from the Board of Directors and shall give to the Board of Directors or the members thereof the information that they require concerning the affairs of the Corporation. The Board of Directors may delegate to such Chief Operating Officer any of the powers of the Board except those that by law a Chief Operating Officer has no authority to exercise.

61. Secretary. The Secretary shall attend to the preparation and sending of all notices of the Corporation. He or she shall act as secretary at all shareholders' meetings and shall keep the minutes of all meetings of the Board of Directors, the committees of directors and the shareholders in a book or books to be kept for that purpose. He or she shall have charge of the records of the Corporation including books containing the names and addresses of the members of the Board of Directors of the Corporation, together with copies of all reports made by the Corporation and such other books or documents as the directors may prescribe. He or she shall be responsible for the keeping and filing of all books, reports, certificates and all other documents required by law to be kept and filed by the Corporation. He or she shall be subject to the control of the President and Chief Executive Officer.

62. Removal, Discharge and Resignation. The Board of Directors may, by the affirmative vote of the absolute majority of the Board, remove any officer, with or without cause, at any time. Any agent or employee who is not an

officer of the Corporation may be discharged by the President and Chief Executive Officer or any other officer authorized for such purpose, with or without cause, at any time.

Any officer may resign his or her office at any time by delivering his or her resignation in writing to the President and Chief Executive Officer or the Secretary of the Corporation, or at a meeting of the Board of Directors, unless otherwise agreed.

63. Vacancy. Any vacancy occurring in the office of any officer may be filled by the Board of Directors.

64. Remuneration. The remuneration of all officers shall be fixed by the Board of Directors. The remuneration of all other agents, officers and employees of the Corporation shall be fixed by the President and Chief Executive Officer or any other officer authorized for such purpose.

COMMITTEES

65. Audit Committee. The Board of Directors shall elect from among its number an audit committee to be composed of at least three (3) directors. Members of the audit committee shall remain in office at the pleasure of the Board and while still directors. The audit committee shall have the powers and duties provided or required by the rules of the Act, of any Stock Exchange upon which the securities of the Corporation are listed and/or of any relevant securities regulatory authority.

66. GHRC Committee. The Board of Directors shall elect from among its number a governance, human resources and compensation committee (the "**GHRC Committee**") to be composed of at least three (3) directors. Members of the GHRC Committee shall remain in office at the pleasure of the Board and while still directors.

67. Other Committees. The Board of Directors may appoint any other committee that it may deem fit and delegate to such committee or committees any of the powers of the Board except those which, under the Act, a committee of directors has no authority to exercise. The members of any such committee need not be members of the Board of Directors. Except as otherwise provided by the Board of Directors, each such committee shall have the power to fix its quorum, which quorum shall consist of no less than a majority of its members, to appoint its own president, and to determine its own procedure.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

68. Indemnity. Subject to the limitations provided by the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer, or a person acting in a similar capacity, of another entity, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative or investigative or other proceeding in which he or she is involved by reason of being or having been a director or officer of the Corporation or as a director or officer, or a person acting in a similar capacity, of such entity, if:

(a) he acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, the entity; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

69. Insurance. The Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 68 against such liability as the Board of Directors may from time to time determine, and as permitted by the Act.

70. Reimbursement and Advance of Costs. Subject to a contract specifying and restraining this obligation, the Corporation shall reimburse the director, officer and any other agent for the reasonable and necessary costs paid by him or her during the execution of his or her duties. This reimbursement shall be done after the presentation of all relevant documents. Moreover, the Corporation shall at his or her request advance moneys to such individual for the

costs, charges and expenses referred to in Section 68, and the individual must repay the moneys if he or she does not fulfil the conditions set out in Section 68.

SHARE CAPITAL

71. Issue and Stock Options. Subject to all provisions contained in the Articles of the Corporation or in a Unanimous Shareholders Agreement limiting the allocation or issue of shares of the share capital of the Corporation, the directors may accept subscriptions for, allot, distribute, issue, in whole or in part, the unissued shares of the Corporation, grant options thereon or otherwise dispose thereof to any person, corporation, company, body corporate or other entity, upon the conditions and for the lawful consideration in compliance with the Articles of the Corporation which is determined by the directors, without any requirement to offer such unissued shares to persons who are already shareholders rateably to the shares held by them.

72. Share Certificates and Share Transfers. Certificates representing the shares of the share capital of the Corporation shall bear the signature of (a) at least one of the Corporation's directors or officers, or (b) a registrar or transfer agent of the Corporation, or an individual on their behalf. Such signatures may be engraved, lithographed or otherwise mechanically reproduced. Any certificate bearing a facsimile of the signatures of such authorized officers shall be deemed to have been signed manually, notwithstanding the fact that the deemed signatory has since ceased to be an officer of the Corporation.

73. Registration of Transfer. Subject to the provisions of the Act, no transfer of shares shall be registered in a securities register except upon presentation of the certificate representing such shares with a transfer endorsed thereon or delivered therewith duly executed by the registered holder or by his or her attorney or successor duly appointed, or, if no share certificate has been issued by the Corporation in respect of such share, unless or until either: (a) a duly executed transfer in respect thereof has been presented for registration, or (b) the transfer of ownership is conducted electronically in accordance with the provisions of an electronic, book-entry, direct registration service or other non-certificated entry or position maintained by the registrar and/or transfer agent of such shares; in each case, together with such reasonable assurance or evidence of signature, identification and authority to transfer as the Board may from time to time prescribe, and upon payment of all applicable taxes and any fees prescribed by the Board.

74. Transfer Agents and Registrars. The Board may from time to time appoint a registrar to maintain the securities register and a transfer agent to maintain the register of transfers. One person may be appointed to any number of the aforesaid positions. The Board may at any tme terminate any such appointment.

75. Securities Register. A central securities register shall be maintained by the Corporation or its agent at the registered office or at any other place in Canada designated by the directors. The directors may from time to time provide that one (1) or more branch securities registers shall be maintained at such places within Canada or elsewhere as may be designated by a resolution and may appoint officers or agents to maintain the same and to effect and record therein transfers of shares of the share capital of the Corporation.

76. Lost or Destroyed Certificates. The Board of Directors may, upon conditions it shall establish, direct that one or more new certificates of shares may be issued to replace any certificate or certificates of shares theretofore issued by the Corporation that have been worn out, lost, stolen, or destroyed, and the Board of Directors, when authorizing the issuance of such new certificate or certificates, may, in its discretion, and as a condition precedent thereto, require the owner of the worn-out, lost, stolen or destroyed certificate or certificates or his or her legal representatives to give to the Corporation, a bond in such sum as it may direct, as indemnity against any claim that may be made against them for or in respect of the shares represented by such certificates alleged to have been worn out, lost, stolen or destroyed.

DIVIDENDS

77. Dividends. The Board of Directors may, periodically and in compliance with the law, declare and pay dividends to the shareholders, in accordance with their respective rights.

The Board of Directors may stipulate that a dividend be payable, in whole or in part, in shares of the Corporation.

A transfer of shares shall not transfer the right to the dividends declared thereon before the registration of the transfer of shares. When two (2) or more persons are registered as joint holders of one share, each of them may give a valid receipt for any dividend payable or paid on such share.

FISCAL YEAR AND AUDIT

78. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

79. Audit. The shareholders, at each annual meeting, shall appoint an Auditor, who shall hold such office until the next annual meeting or until a successor has been appointed, unless he or she dies or resigns or his or her position otherwise becomes vacant. At least once in every fiscal year such Auditor shall examine the accounts of the Corporation and the financial statements to be presented at the annual meeting and shall report thereon to the shareholders. The remuneration of the Auditor shall be fixed by the shareholders or, if not so fixed, by the Board of Directors.

The Auditor shall be independent of the Corporation, of its affiliates, or the directors or officers of the Corporation or its affiliates in accordance with the Act. The shareholders may remove the Auditor from office at any time at a special meeting. A vacancy created by the removal of the Auditor may be filled at the meeting at which the Auditor is removed or, if not so filled, may be filled by the Board of Directors. Any other vacancy which may occur shall be filled by the directors in accordance with Section 166 of the Act.

The shareholders may decide not to appoint an auditor for any fiscal year, by resolution receiving the consent of all the shareholders including those who otherwise are not qualified to vote. The resolution shall be valid only until the next annual meeting.

CORPORATION'S REPRESENTATION FOR CERTAIN PURPOSES

80. Declaration. The President and Chief Executive Officer, the Chairperson of the Board of Directors, the Chief Operating Officer, the Secretary and the Chief Financial Officer and each of them and, with the authorization of the Board of Directors, any other officer, employee or person shall be authorized and empowered to answer for the Corporation to all writs, orders or examinations upon articulated facts issued by any court and to declare for and on behalf of the Corporation any answer to writs of attachment by way of garnishment in which the Corporation is garnishee and to sign all affidavits and sworn declarations in connection therewith or any and all judicial proceedings to which the Corporation is a party and to make demands for assignment of property or petition for winding-up or receivership orders upon any debtor of the Corporation and to attend and vote at all meetings of creditors of the Corporation's debtors and grant proxies in connection therewith.

81. Representation at Meetings. The President and Chief Executive Officer, the Chairperson of the Board of Directors, the Chief Operating Officer, the Secretary and the Chief Financial Officer or any one of them or any other officer or person authorized by the Board of Directors shall represent the Corporation and attend and vote at any and all meetings of shareholders or members of any entity in which the Corporation holds shares or is otherwise interested, and any action taken or vote cast by them at any such meeting shall be deemed to be the act or vote of the Corporation.

MISCELLANEOUS PROVISIONS

82. Conflict with the Articles. In the event of conflict between the provisions of a by-law and those of the Articles, the latter shall prevail.

83. Amendments. The Board of Directors is empowered to adopt, abrogate or modified a by-law, but these measures apply only until the next annual or special meeting of shareholders. If the adoption, abrogation or modification is not confirmed or modified by Ordinary Resolution during the annual or special meeting, it will cease to apply, but only from this date. Any shareholder shall, according to Section 137 of the Act, propose the adoption, modification or abrogation of a by-law during an annual meeting.

84. Repeal and Effective Date. This By-Law is effective as of the date of the resolution of the Board of Directors of the Corporation, that is, on November 13, 2018. As a result, the general by-law in force prior to the date of such resolution of the Board shall be repealed on the date of the resolution of the Board. This repeal shall not affect any

past application of the general by-law, nor affect the validity of steps taken, resolutions adopted, or rights, privileges or obligations stemming from the general by-law prior to said repeal, nor of any contract entered into or commitment made under the former general by-law.

SCHEDULE B

TO THE MANAGEMENT INFORMATION CIRCULAR OF VOTI DETECTION INC.

ORDINARY RESOLUTION

relating to the Stock Option Plan of the Corporation

WHEREAS on November 13, 2018 the Board of Directors of VOTI Detection Inc. (the **Corporation**) adopted, as amended on March 22, 2019, the Stock Option Plan (the **Corporation Stock Option Plan**) described in the Management Information Circular of the Corporation dated March 22, 2019, subject to approval of the shareholders;

THEREFORE, BE IT RESOLVED:

THAT the Corporation Stock Option Plan is hereby approved; and

THAT the Secretary of the Corporation is hereby authorized and directed to execute any document and do any other thing necessary or desirable to give full effect to this resolution.

SCHEDULE C

TO THE MANAGEMENT INFORMATION CIRCULAR OF VOTI DETECTION INC.

ORDINARY RESOLUTION

relating to the grants of options under the Stock Option Plan of the Corporation

WHEREAS the Board of Directors of VOTI Detection Inc. (the **Corporation**) has granted under the Stock Option Plan of the Corporation, subject to approval of the disinterested shareholders, options to purchase an aggregate of 2,010,000 common shares of the Corporation at a price of $2.99 each (the **Option Grants**), as identified in the Management Information Circular of the Corporation dated March 22, 2019;

THEREFORE, BE IT RESOLVED:

THAT the Option Grants are hereby approved; and

THAT the Secretary of the Corporation is hereby authorized and directed to execute any document and do any other thing necessary or desirable to give full effect to this resolution.

SCHEDULE D

TO THE MANAGEMENT INFORMATION CIRCULAR OF VOTI DETECTION INC.

ORDINARY RESOLUTION

relating to the Deferred Share Unit Plan of the Corporation

WHEREAS on November 13, 2018 the Board of Directors of VOTI Detection Inc. (the **Corporation**) adopted, as amended on March 22, 2019, the Deferred Share Unit Plan (the **Corporation Deferred Share Unit Plan**) described in the Management Information Circular of the Corporation dated March 22, 2019, subject to approval of the disinterested shareholders;

THEREFORE, BE IT RESOLVED:

THAT the Corporation Deferred Share Unit Plan is hereby approved; and

THAT the Secretary of the Corporation is hereby authorized and directed to execute any document and do any other thing necessary or desirable to give full effect to this resolution.

SCHEDULE E

TO THE MANAGEMENT INFORMATION CIRCULAR OF VOTI DETECTION INC.

ORDINARY RESOLUTION

relating to the Restricted Share Unit Plan

WHEREAS on November 13, 2018 the Board of Directors of VOTI Detection Inc. (the **Corporation**) adopted, as amended on March 22, 2019, the Restricted Share Unit Plan (the **Corporation Restricted Share Unit Plan**) described in the Management Information Circular of the Corporation dated March 22, 2019, subject to approval of the disinterested shareholders;

THEREFORE, BE IT RESOLVED:

THAT the Corporation Restricted Share Unit Plan is hereby approved; and

THAT the Secretary of the Corporation is hereby authorized and directed to execute any document and do any other thing necessary or desirable to give full effect to this resolution.

SCHEDULE F

TO THE MANAGEMENT INFORMATION CIRCULAR OF VOTI DETECTION INC.

AUDIT COMMITTEE CHARTER

EFFECTIVE NOVEMBER 13, 2018

I. PURPOSE

The purpose of the Audit Committee is to assist the Board of Directors (the "**Board**") of VOTI Detection Inc. (the "**Corporation**") in its oversight of:

A. the integrity of the financial statements and related information;

B. compliance with applicable legal and regulatory requirements;

C. the independence, qualifications, appointment and performance of the external auditor;

D. disclosure, internal controls and internal audit procedures;

E. enterprise risk management processes, credit worthiness, treasury and financial policies; and

F. whistle blower, complaint procedures and ethics policies.

II. DUTIES AND RESPONSIBILITIES

The Audit Committee shall perform the functions customarily performed by audit committees and any other functions assigned by the Board. However, management shall be responsible for the preparation, presentation, and integrity of the Corporation's financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Corporation and for implementing and maintaining internal control over financial reporting. The independent auditors are responsible for auditing the Corporation's financial statements and for reviewing the Corporation's unaudited interim financial statements. The Corporation's internal auditor will report to the Chief Financial Officer (the "**CFO**") on a day to day basis but will also have a direct reporting line to the Chair of the Committee. In particular, the Audit Committee shall have the following duties and responsibilities:

A. FINANCIAL REPORTING AND CONTROL

1. On a periodic basis, review and discuss with management and the external auditor the following:

   a. major issues regarding accounting principles and financial statement presentation, including any significant changes in the Corporation's selection or application of accounting principles, and issues as to the adequacy of the Corporation's internal controls and any special audit steps adopted;

   b. analyses prepared by management and/or the external auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including the impact of selecting one of several generally accepted accounting principles (GAAP) on the financial statements when such a selection has been made in the current reporting period;

   c. the effect of regulatory and accounting developments, as well as off-balance sheet arrangements, on the financial statements of the Corporation;

   d. the type and presentation of information to be included in earnings press releases (including any use of pro-forma or non-GAAP information);

e. any corporate governance issues which could significantly affect the financial statements;

f. all matters required to be communicated to the Audit Committee under generally accepted auditing standards.

2. Meet to review and discuss with management and the external auditor, report and, where appropriate, provide recommendations to the Board on the following prior to its public disclosure:

a. the annual and interim consolidated financial statements and the related “Management’s Discussion and Analysis”, Annual Information Forms, earnings press releases, the whole in accordance with the Disclosure Policy, and the integrity of the financial reporting of the Corporation;

b. any audit issues raised by the external auditor and management’s response thereto, including any restrictions on the scope of the activities of the external auditor or access to requested information and any significant disagreements with management;

c. to the extent not previously reviewed by the Audit Committee, all financial statements included in any prospectus or offering memoranda and all other financial reports required by regulatory authorities and/or requiring approval by the Board.

3. Review and discuss reports from the external auditor on:

a. all critical accounting policies and practices used by the Corporation;

b. all material selections of accounting policies when there is a choice of policies available under GAAP that have been discussed with management, including the ramifications of the use of such alternative treatment and the alternative preferred by the external auditor;

c. other material written communications between the external auditor and management, and discuss such communication with the external auditor; and

d. ensure that adequate procedures are in place for the review of public disclosure of financial information extracted or derived from the financial statements and periodically assess the adequacy of those procedures.

B. OVERSIGHT OF THE EXTERNAL AUDITOR

1. Recommend to the Board the external auditor to be nominated of the purpose of preparing the external auditor’s report as well as the external auditor’s compensation for doing so.

2. Oversee the work of the external auditor and any other auditor preparing or issuing an audit report or performing other audit services or attest services for the Corporation or any consolidated subsidiary of the Corporation, where required, and review, report and, provide recommendations to the Board on the appointment, terms and review of engagement, removal, independence and proposed fees of the external auditor.

3. Approve in advance all audit, review or attest engagement fees and terms for all audit, review or attest services to be provided by the external auditor to the Corporation and any consolidated subsidiary and any other auditor preparing or issuing an audit report or performing other audit services or attest services for the Corporation or any consolidated subsidiary of the Corporation, where required.

4. Pre-approve all engagements for permitted non-audit services provided by the external auditor to the Corporation and any consolidated subsidiary and to this effect may establish policies and procedures for the engagement of the external auditor to provide to the Corporation and any consolidated subsidiary permitted non-audit services, which shall include approval in advance by the Audit Committee of all

audit/review and permitted non-audit services to be provided by the external auditor to the Corporation and any consolidated subsidiary.

5. Establish policies for the hiring of partners, employees and former partners and employees of the external auditor in order to protect the independence of the auditors.

6. At least annually, consider, assess, and report to the Board on:

   a. the independence of the external auditor, including that the external auditor's performance of permitted non-audit services does not impair the external auditor's independence;

   b. obtaining from the external auditor a written statement (i) delineating all relationships between the external auditor and the Corporation; (ii) assuring that lead audit partner rotation is carried out, as required by law; and (iii) delineating any other relationships that may adversely affect the independence of the external auditor; and

   c. the evaluation of the lead audit partner, taking into account the opinions of management.

7. At least annually, obtain and review a report by the external auditor describing:

   a. the external auditor's internal quality-control procedures;

   b. any material issues raised by the most recent internal quality-control review, or peer review of the external auditor firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditor firm, and any steps taken to deal with any such issues.

8. Resolve any disagreement between management and the external auditor regarding financial reporting.

9. Review the annual audit plan with the external auditor.

10. At least quarterly and when required, meet with the external auditor in the absence of management.

C. OVERSIGHT OF THE CORPORATION'S INTERNAL CONTROL SYSTEM

1. Review and discuss with management and the external auditor, monitor, report and, where appropriate, provide recommendations to the Board on the following:

   a. the Corporation's systems of internal controls over financial reporting;

   b. compliance with the policies and practices of the Corporation relating to business ethics;

   c. compliance by Directors, Officers and other management personnel with the Disclosure Policy; and

   d. the relationship of the Audit Committee with other committees of the Board, management and the Corporation's consolidated subsidiaries' audit committees.

2. Review and discuss with the Chief Executive Officer (the "**CEO**") and CFO the Corporation the process for the certifications to be provided in the Corporation's public disclosure documents.

3. Review, monitor, report, and, where appropriate, provide recommendations to the Board on the Corporation's disclosure controls and procedures.

4. Establish procedures for the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, including procedures

for confidential, anonymous submissions by employees regarding questionable accounting or auditing matters.

D. OVERSIGHT OF THE CORPORATION'S RISK MANAGEMENT

1. Review, monitor, report and, where appropriate, provide recommendations to the Board on the Corporation's major business, operational, and financial risk exposures and the guidelines, policies and practices regarding risk assessment and risk management including the following:

    a. the Corporation's processes for identifying, assessing and managing risks;

    b. the Corporation's major financial risks, including derivative and tax risks, and operational risk exposures and the steps the Corporation has taken to monitor and control such exposures;

    c. the Corporation's major security risks and security trends, including cybersecurity risks, that may impact the Corporation's operations and business;

    d. the Corporation's business continuity plans, including work stoppage and disaster recovery plans;

    e. the Corporation's environmental risks, and environment trends that may impact the Corporation's operations and business.

2. Review, monitor, report and, where appropriate, provide recommendations to the Board on the Corporation's compliance with internal policies and the Corporation's progress in remedying any material deficiencies related to:

    a. security policies, including the physical safeguarding of corporate assets and security of networks and information systems;

    b. environmental policy and environmental management systems.

3. When appropriate, ensure that the Corporation's subsidiaries establish an environmental policy and environmental management systems, and review and report thereon to the Board.

4. Review with management the credit worthiness, liquidity and important treasury matters including financial plans of the Corporation.

5. Review all related party transactions and actual or potential conflicts of interest.

E. COMPLIANCE WITH LEGAL AND ACCOUNTING REQUIREMENTS

1. Review and discuss with management, legal counsel and the external auditor, monitor, report and, when appropriate, provide recommendations to the Board on the adequacy of the Corporation's processes for complying with laws, regulations and applicable accounting standards.

2. Review, on a periodic basis with legal counsel, the Corporation's legal compliance with respect to: (a) the legal and regulatory matters which may have a material effect on the Corporation and/or its financial statements, including with respect to pending or threatened material litigations; and (b) corporate compliance policies and codes of conduct.

F. WHISTLEBLOWER, ETHICS AND INTERNAL CONTROLS COMPLAINT PROCEDURES

Ensure that the Corporation has in place adequate procedures for:

1. The receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal controls or auditing matters.

2. The confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

The CEO or CFO will report to the Audit Committee, and the Audit Committee will review such reports, on any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal controls. Where the CEO or the CFO is named in a complaint, the Board Chair or Lead Director (as applicable) will speak directly with the Audit Committee Chair.

III. EVALUATION OF THE AUDIT COMMITTEE AND REPORT TO BOARD

1. The Audit Committee shall evaluate and review with the Board, on an annual basis, the performance of the Audit Committee as a whole as well as the performance of each individual member while taking into account: (i) in the case of the Audit Committee as a whole, the present Charter, and (ii) in the case of an individual member, the applicable position description(s), as well as the competencies and skills each individual director is expected to contribute to the Audit Committee.

2. The Audit Committee shall report to the Board periodically on the Audit Committee's activities.

IV. OUTSIDE ADVISORS

The Audit Committee shall have the authority to engage outside counsel and other outside advisors as it deems appropriate to assist the Audit Committee in the performance of its functions. The Corporation shall provide appropriate compensation for such advisors as determined by the Audit Committee.

V. MEMBERSHIP

The Audit Committee shall consist of such number of directors, in no event to be less than three, as the Board may from time to time by resolution determine. The members of the Audit Committee shall meet the independence test and other membership requirements (including the financial literacy requirements) under applicable laws, rules and regulations and listing requirements as determined by the Board.

VI. AUDIT COMMITTEE CHAIR

The Audit Committee Chair shall be appointed by the Board. The Audit Committee Chair leads the Audit Committee in all aspects of its work and is responsible to effectively manage the affairs of the Audit Committee and ensure that it is properly organized and functions efficiently. More specifically, the Audit Committee Chair shall:

A. Provide leadership to enable the Audit Committee to act effectively in carrying out its duties and responsibilities as described elsewhere in this Charter and as otherwise may be appropriate;

B. In consultation with the Board Chair, the Lead Director and the CEO, ensure that there is an effective relationship between management and the members of the Audit Committee;

C. Chair meetings of the Audit Committee;

D. In consultation with the Board Chair, the Lead Director, the Corporate Secretary and the Executive Officers, determine the frequency, dates and locations of meetings of the Audit Committee;

E. In consultation with the CEO and CFO review the annual work plan and the meeting agendas to ensure all required business is brought before the Audit Committee to enable it to efficiently carry out its duties and responsibilities;

F. Ensure, in consultation with the Board Chair, that all items, requiring the Audit Committee's approval, are appropriately tabled;

G. Ensure the proper flow of information to the Audit Committee and review, with the Executive Officers and the Corporate Secretary the adequacy and timing of materials in support of management's proposals;

H. Report to the Board on the matters reviewed by, and on any decisions or recommendations of, the Audit Committee at the next meeting of the Board following any meeting of the Audit Committee; and

I. Carry out any special assignments or any functions as requested by the Board.

VII. TERM

The members of the Audit Committee shall be appointed or changed by resolution of the Board to hold office from the time of their appointment until the next annual general meeting of the shareholders or until their successors are so appointed.

VIII. PROCEDURES FOR MEETINGS

Meetings of the Audit Committee may be called by any member of the Audit Committee or the Corporation's external auditor. Audit Committee shall fix its own procedure at meetings and for the calling of meetings. The Audit Committee will meet at least each quarter and otherwise as necessary. The Audit Committee shall meet separately in an executive session, in the absence of management and the external auditor, at each regularly scheduled meeting. The Audit Committee will also meet with the external auditor without management being present.

IX. QUORUM AND VOTING

Unless otherwise determined from time to time by resolution of the Board, two members of the Audit Committee shall constitute a quorum for the transaction of business at a meeting. For any meeting(s) at which the Audit Committee Chair is absent, the Chair of the meeting shall be the person present who shall be decided upon by all members present. At a meeting, any question shall be decided by a majority of the votes cast by members of the Audit Committee, except where only two members are present, in which case any question shall be decided unanimously.

X. SECRETARY

Unless otherwise determined by resolution of the Board, the Corporate Secretary of the Corporation or his/her delegate shall be the Secretary of the Audit Committee.

XI. VACANCIES

Vacancies at any time occurring shall be filled by resolution of the Board.

XII. RECORDS

The Audit Committee shall keep such records as it may deem necessary of its proceedings and shall report regularly its activities and recommendations to the Board as appropriate.

XIII. REVIEW OF CHARTER

The Committee will, from time to time, review and assess the adequacy of this Charter and recommend any proposed changes for consideration. The Board may amend this Charter, as required.

SCHEDULE G

TO THE MANAGEMENT INFORMATION CIRCULAR OF VOTI DETECTION INC.

CHANGE OF AUDITOR REPORTING PACKAGE

NOTICE OF CHANGE OF AUDITORS

To: British Columbia Securities Commission

Alberta Securities Commission

Dale Matheson Carr-Hilton Labonte LLP ("**DMCL"**)

Deloitte LLP ("**Deloitte**")

VOTI Detection Inc. (the "**Corporation**") gives the following notice in accordance with Section 4.11 of National Instrument 51-102 *Continuous Disclosure Obligations* ("**NI 51-102"**):

1. DMCL will not be appointed as the auditors of the Corporation for the current fiscal year ending October 31, 2019;

2. The replacement of DMCL as auditors of the Corporation and the nomination of Deloitte have been approved by the Board of Directors of the Corporation with effect as of November 29, 2018;

3. DMCL auditors' report on the Corporation's financial statements for the year ended June 30, 2018 did not contain any reservation; DMCL did not audit nor review any financial statements of the Corporation after June 30, 2018;

4. There have been no reportable events as such term in defined in NI 51-102; and

5. The content of the notice of change of auditors has been reviewed and approved by the Board of Directors of the Corporation.

DATED as of the 29th day of November, 2018.

VOTI Detection Inc.

(s) Michael Ickman

Per: ______________________________

Michael Ickman, CA,
Chief Financial Officer

1500 – 1140 W. Pender Street
Vancouver, BC V6E 4G1
TEL 604.687.4747 | FAX 604.689.2778

700 – 2755 Lougheed Hwy.
Port Coquitlam, BC V3B 5Y9
TEL 604.941.8266 | FAX 604.941.0971

200 – 1688 152 Street
Surrey, BC V4A 4N2
TEL 604.531.1154 | FAX 604.538.2613

WWW.DMCL.CA

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

December 6, 2018

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
9th Floor - 701 West Georgia Street
Vancouver, B.C. V7Y 1L2

Alberta Securities Commission
4th Floor - 300 - 5th Avenue S.W.
Calgary, AB T2P 3C4

Dear Sirs:

Re: VOTI Detection Inc.
Notice Pursuant to National Instrument 51-102 - Change of Auditor

As required by the National Instrument 51-102 and in connection with us resigning as auditors of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated November 29, 2018, and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours very truly,

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED ACCOUNTANTS & BUSINESS ADVISORS

Deloitte.

Deloitte LLP
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1190 Avenue des
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Canada

Tel: 514-393-7115
Fax: 514-390-4111
www.deloitte.ca

December 21, 2018

To: British Columbia Securities Commission
Alberta Securities Commission

Dear Sirs/Mesdames:

As required by subparagraph (6)(a)(ii) of section 4.11 of National Instrument 51-102, we have reviewed the change of auditor notice of VOTI Detection Inc. dated November 29, 2018 (the "Notice") and, based on our knowledge of such information at this time, we agree the statements 1, 2, 3 and 5 and we have no basis to agree with statement 4 contained in the Notice.

Yours very truly,

/s/ Deloitte LLP[1]

Montreal, Quebec

[1] CPA auditor, CA, public accountancy permit No. A120501