ANTERA VENTURES I CORP.
1500 Royal Centre, Suite 1500, 1055 West Georgia Street
Vancouver, BC V6E 4N7

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of Antera Ventures I Corp. (the "**Company**") will be held virtually on October 21, 2020 at 10:00 a.m. (Vancouver time) via WebEx, Event No. 132 590 9569 (Password: Antera2020) **(**https://mcmillan.webex.com/mcmillan/onstage/g.php?MTID=e7ddee7df2be70692c758bd11dfee4210**)** for the following purposes:

1. To receive and consider the consolidated audited financial statements of the Company, together with the auditor's report thereon, for the fiscal year ended December 31, 2019 and for the period from the date of incorporation (June 20, 2018) to December 31, 2018;

2. To appoint the auditor for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;

3. To set the number of directors at four (4) and to elect the directors of the Company until the next annual general Shareholders meeting of the Company;

4. To consider and, if deemed advisable, to pass, an ordinary resolution ratifying the adoption of the Company's incentive stock option plan (the "**Stock Option Plan**"), a summary of the material terms of such Stock Option Plan is set forth in the accompanying Management Information Circular;

5. To consider and, if deemed advisable, to pass, a special resolution approving a consolidation of the issued and outstanding common shares in the capital of the Company (the "**Common Shares**") on the basis of one (1) post-consolidation Common Share for every 4.646720625 pre-consolidation Common Shares (the "**Consolidation**"), to take effect concurrent with the completion of the proposed reverse takeover transaction with Wishpond Technologies Ltd. (the "**Transaction**") and subject to the closing of the Transaction, the full text of which is set forth in the accompanying Management Information Circular; and

6. To transact such other business as may properly come before the Meeting or any adjournment or postponements thereof.

The details of the matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting, which is supplemental to and expressly made part of this Notice.

Out of an abundance of caution and to proactively deal with the impact of the coronavirus (COVID-19) pandemic, and to mitigate risks to the health and safety of our Shareholders, employees and other stakeholders, we will hold our Meeting in a virtual only format. In order to join the Meeting, please register through the link provided on or before Monday, October 19, 2020 at 10:00 a.m. (Vancouver time) at: **(**https://mcmillan.webex.com/mcmillan/onstage/g.php?MTID=e7ddee7df2be70692c758bd11dfee4210**)**.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting.

Shareholders are invited to virtually attend the Meeting. Registered Shareholders who are unable to attend the Meeting are requested to read the Management Information Circular and the form of proxy which accompanies this Notice of Meeting and to complete, sign, date and deliver the form of proxy, together with the power of attorney or other authority, if any, under which it was signed (or a notarially certified copy thereof) to the Company's transfer agent, Computershare Investor Services Inc., Proxy Dept., 100 University

Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Facsimile (within North America) 1-866-249-7775 (outside North America) (416) 263-9524, by fax, hand or by mail or to the Company's head office at the address listed on the cover page of this Information Circular, not less than 48 hours (excluding Saturdays, Sundays, and holidays) before the scheduled time of the Meeting or any adjournment.

DATED at Toronto, Ontario, this 22nd day of September, 2020.

By Order Of The Board of Directors

Signed: "*Arinder Mahal*"

Arinder Mahal, Chief Executive Officer

ANTERA VENTURES I CORP

MANAGEMENT INFORMATION CIRCULAR

(As at September 22, 2020, except as indicated)

ADJUSTMENTS TO THE MEETING AS A RESULT OF COVID-19

This Management Information Circular (the "**Circular**" or "**Information Circular**") is provided in connection with the solicitation of proxies by the management of Antera Ventures I Corp. (the "**Company**") for use at the annual general and special meeting of the shareholders ("**Shareholders**") of the Company to be held on October 21, 2020 (the "**Meeting**") at 10:00 a.m. (Vancouver Time) in virtual format only, and there will be no physical meeting location. Therefore, the Shareholders of the Company will have an equal opportunity to participate at the Meeting online. The Meeting will be held virtually via WebEx, Event No. 132 590 9569 (Password: Antera2020)
(https://mcmillan.webex.com/mcmillan/onstage/g.php?MTID=e7ddee7df2be70692c758bd11dfee4210**)**.

If you intend to virtually attend the Meeting, please register at the link provided above on or before Monday, October 19, 2020 at 10:00 a.m. (Vancouver time). If you are not able to attend the Meeting, please read this Circular and the form of proxy and complete, sign, date and deliver the form of proxy, together with the power of attorney or other authority, if any, under which it was signed (or a notarially certified copy thereof) to the Company's transfer agent, Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Facsimile (within North America) 1-866-249-7775 (outside North America) (416) 263-9524. Non-registered Shareholders who receive the Circular and form of proxy through an intermediary must deliver the voting form provided in accordance with the instructions given by such intermediary. To be effective, proxies must be received by Computershare no later than Monday, October 19, 2020 at 10:00 a.m. (Vancouver time), or in the case of any adjournment of the Meeting not later than 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays, or any adjournment thereof.

Please note that only registered Shareholders and duly appointed proxyholders will be able to attend, participate and vote at the virtual Meeting by providing their full name. Voting at the Meeting will be conducted by roll call. You may join the Meeting via your smartphone, tablet or computer. Please ensure that you are connected to the internet at all times to be able to vote. On the day of the Meeting, you should log into the Meeting by 9:45 a.m. (Vancouver time) to confirm your attendance with the scrutineer of the Meeting.

Non-registered shareholders who have not duly appointed themselves as proxyholders may also virtually attend the Meeting as guests. Guests will be able to virtually attend and listen to the Meeting but will not be able to vote or ask questions during the Meeting. If your shares are held by your broker or you are otherwise a beneficial Shareholder, please see the heading below entitled "Advice to Beneficial Shareholders" for information on how to vote.

PROXIES

Solicitation of Proxies

This Circular is furnished in connection with the solicitation, by or on behalf of the management of the Company, of proxies to be used at the Company's annual and special meeting of the holders of common shares of the Company (the "**Common Shares**" or "**Shares**") to be held at 10:00 a.m. (Vancouver time) on Wednesday, October 21, 2020 or at any adjournment thereof.

Appointment of Proxyholder

The persons named in the form of proxy prepared for the Meeting are directors and officers of the Company. A Shareholder has the right to appoint as proxyholder a person (who is not required to be a Shareholder) other than the persons whose names are printed as proxyholders in the form of proxy, by striking out said printed names and inserting the name of his or her chosen proxyholder in the blank space provided for that purposes in the form of proxy and delivering the completed proxy with the transfer agent of the Company, Computershare ("**Computershare**" or the "**Transfer Agent**"), Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Facsimile (within North America) 1-866-249-7775 (outside North America) (416) 263-9524 no later than 10:00 a.m. (Vancouver time) on Monday, October 19, 2020, or if the Meeting is adjourned, no later than 48 hours (excluding Saturday, Sunday and holidays) before such adjourned Meeting, as per the instructions on the form of proxy.

Non-registered Shareholders desiring to appoint a person other than the person named on the voting instruction form (of other instrument provided for the Meeting) to attend and act on his, her or its behalf at the Meeting may do so by following the instructions set out therein and delivering the required instrument by the deadlines set out above (or such earlier deadlines as may be set out in the voting instruction form or other instrument) to the party specified therein.

Each Shareholder is entitled to appoint a person to represent such Shareholder at the Meeting, who need not be one of the persons named in the accompanying form of proxy.

A proxy must be signed in writing or, subject to the means of electronic signature permitting a reliable determination that the document was created or communicated by or on behalf of the Shareholder or the attorney, as the case may be, by electronic signature by the Shareholder or an attorney who is authorized by a document that is signed in writing or by electronic signature or, if the shareholder is a body corporate, by an officer or attorney of the body corporate duly authorized. A proxy given pursuant to this solicitation may be revoked by written instrument, including another proxy bearing a later date, executed by the Shareholder or by his, her, or its attorney authorized in writing, and deposited at Computershare, Attn: Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Facsimile (within North America) 1-866-249-7775 (outside North America) (416) 263-9524 at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the chairman of such Meeting on the day of the Meeting, or adjournment thereof, or in any other manner permitted by law.

Revocation of Proxy

In addition to any other manner permitted by law, the *Business Corporations Act* (British Columbia) provides that a Shareholder may revoke a proxy before it is exercised by: (i) depositing an instrument in writing signed in the same manner as the proxy at the registered office of the Company at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, at which the proxy is to be used or with the chair of such Meeting on the day of the Meeting or an adjournment thereof; or (ii) transmitting, by telephonic or electronic means, a revocation that complies with the same requirements as the proxy and that, subject to the means of electronic signature permitting a reliable determination that the document was created or communicated by or on behalf of the Shareholder or the attorney, as the case may be, is signed by electronic signature.

A Shareholder attending the Meeting has the right to vote and if he or she does so, his or her proxy is nullified with respect to the matters such person votes upon and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

Voting of Proxies

The shares voted at the Meeting will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for. Where a choice is specified on a proxy, securities represented by the proxy will be voted in accordance with the choice so specified in the proxy. **WHERE NO CHOICE IS SPECIFIED, THE PROXY WILL CONFER DISCRETIONARY AUTHORITY AND WILL BE VOTED FOR THE ITEM OF BUSINESS AS SET OUT IN THE NOTICE OF MEETING AND AS STATED ELSEWHERE IN THIS MANAGEMENT INFORMATION CIRCULAR.**

The form of proxy also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matter identified in the accompanying Notice of Meeting, and with respect to other matters, which may properly come before the Meeting, in such manner as such nominee in his or her judgment, may determine. **IF OTHER MATTERS WHICH ARE NOT PRESENTLY KNOWN TO MANAGEMENT SHOULD PROPERLY COME BEFORE THE MEETING, THE ACCOMPANYING PROXY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGEMENT OF THE PERSON OR PERSONS VOTING THE PROXY.** As of the date of this Management Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the accompanying Notice of Meeting.

Advice to Beneficial Shareholders

The information set forth in this section is of importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. In many cases, Common Shares beneficially owned by a holder (a "**Beneficial Holder**") are registered either (a) in the name of an intermediary that the Beneficial Holder deals with in respect of the Common Shares. Intermediaries include banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans, or (b) in the name of a depository (such as Clearing and Depository Services Inc. or "**CDS**"). Beneficial Holders should note that only proxies deposited by Shareholders who are registered Shareholders (that is, Shareholders whose names appear on the records maintained by the registrar and transfer agent for the Common Shares as registered holders of Common Shares) will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Holder by a broker, those Common Shares will, in all likelihood, not be registered in the Shareholder's name. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted at the direction of the Beneficial Holder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, each Beneficial Holder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to forward meeting materials to Beneficial Holders, unless the Beneficial Holder has waived the right to receive them, and seek voting instructions from Beneficial Holders in advance of Shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Holders in order to ensure that their Common Shares are voted at the Meeting.

The voting instruction form supplied to such Beneficial Holders by their broker (or the agent of the broker) is substantially similar to the form of proxy provided directly to registered Shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (i.e., the broker or agent of the broker) on how to vote on behalf of the Beneficial Holder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Holders and asks Beneficial Holders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Holder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

Although a Beneficial Holder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker, CDS & Co. or another intermediary, the Beneficial Holder may virtually attend the Meeting as proxyholder and vote the Common Shares in that capacity. **Beneficial Holders who wish to virtually attend the Meeting virtually and indirectly vote their Common Shares as proxyholder, should enter their own names in the blank space on the voting instruction form provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

Beneficial Holders fall into two categories **-** those who object to their identity being known to the issuers of securities which they own ("**OBOs**") and those who do not object to their identity being made known to the issuers of the securities which they own ("**NOBOs**"). Subject to the provisions of National Instrument 54-101, issuers may request and obtain a list of their NOBOs from intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials to such NOBOs. If you are a NOBO and the Company or Computershare has sent the meeting materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Common Shares on your behalf.

All references to Shareholders in this Circular and the accompanying form of proxy and Notice of Meeting are to registered Shareholders unless specifically stated otherwise.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the adoption of the Company's stock option plan, approval of which will be sought at the Meeting. Directors and executive officers of the Company may participate in the Company's stock option plan, and accordingly have an interest in its approval. See "*Particulars of Matters to be Acted Upon*".

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized capital of the Company consists of an unlimited number of Common Shares. On September 17, 2020 (the "**Record Date**"), the Company had 12,391,255 Common Shares outstanding. All Common Shares in the capital of the Company are of the same class and each carries the right to one vote. Only those Shareholders of record on the Record Date are entitled to attend and vote at the Meeting.

To the knowledge of the directors and executive officers of the Company, as of the date of this Information Circular, there are no persons that beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the Common Shares other than Antera Inc., a company wholly-owned indirectly by Arinder S. Mahal, which holds 3,100,000 Common Shares (39.24% of the issued and outstanding Common Shares).

ELECTION OF DIRECTORS

Election of the Directors

The board of directors of the Company (the "**Board**") currently consists of four (4) directors (the "**Current Directors**"), all of whom are elected annually. The term of office for each of the Current Directors of the Company expires at the Meeting. Unless a director's office is vacated earlier in accordance with the provisions of the *Business Corporations Act* (British Columbia), each director elected at the Meeting will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

At the Meeting, Shareholders of the Company will be asked to fix the number of directors of the Company at four (4) directors, and to elect the proposed directors ("**Proposed Directors**") set out below to hold offices until the next annual general meeting of the Company's Shareholders and the successors of such directors are elected or appointed.

The Company's Shareholders will be able to vote in favour of, or withhold from voting, separately for each of the Proposed Directors.

In the absence of instructions to the contrary, proxies given pursuant to the solicitation by the management of the Company will be voted FOR the Proposed Directors listed directly below in this Information Circular. Management does not contemplate that any of Proposed Directors will be unable to serve as directors; however, if for any reason any of the Proposed Directors do not stand for election or are unable to serve as such, **proxies in favour of management designees will be voted for another nominee in their discretion unless the Shareholder has specified in his proxy that his Common Shares are to be withheld from voting in the election of directors**.

The following table sets forth certain information regarding each of the Proposed Directors. The names of the Proposed Directors of the Company, their province/state and country of residence, their current positions with the Company, the number and percentage of voting securities of the Company beneficially owned by them, directly or indirectly (on a non-diluted basis), or over which control or direction is exercised, and their principal occupations during the past five years are as follows:

Name, Province/State and Country of Residence and Present Office Held	**Periods Served as Director**	**Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised [(1)]**	**Principal Occupation and, if Not Previously Elected, Principal Occupation during the Past Five Years**
Arinder S. Mahal CEO, and Director and Promoter Ontario, Canada	Since December 14, 2018	3,100,000[(3)]	CEO, Antera Inc. (January 2018 to present), CEO, Synoptim Advisory Corp. (December 2013 to present), Managing Director, Echelon Wealth Partners Inc. (May 2017 to April 2018)

Name, Province/State and Country of Residence and Present Office Held	Periods Served as Director	Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised (1)	Principal Occupation and, if Not Previously Elected, Principal Occupation during the Past Five Years
Tom Blair Astle (2) Director Ontario, Canada	Since December 14, 2018	290,800	Chief Investment Officer, Difference Capital Financial Inc. (April 2013 to present)
Hoi Wang Kwan (2) Director Hong Kong, China	Since December 14, 2018	500,000	Managing Director, Pinnacle Capital Limited (April 2001 to present)
Rajeev Dewan (2) Corporate Secretary and Director Ontario, Canada	Since December 14, 2018	180,000	Partner, McMillan LLP (July 2016 to present), Senior Associate/Partner, WeirFoulds LLP (April 2010 to July 2016)

Notes:
(1) As at September 22, 2020.
(2) Denotes a member of the Audit Committee.
(3) Arinder Mahal holds all of his shares of the Company through Antera Inc., a company indirectly owned by Mr. Mahal.

Biographies of the Proposed Directors

Arinder Mahal

Arinder has a range of experience in the tech industry spanning a wide range of roles, including leading the technology investment banking team at Echelon Wealth Partners Inc. where he executed both financings and M&A projects. Before entering capital markets, he founded and led Synoptim Advisory Corp., a software company. Arinder has a Bachelor of Engineering, MBA, and a CFA.

Tom Blair Astle

Tom is currently a Partner with Longevity Funds International Inc. a developer of investment products. Prior to this he was the Chief Investment Officer of Difference Capital Financial Inc., a Toronto Securities Exchange listed strategic investment company. He brings years of experience in equity research and has been an analyst for most of his career. Prior to working for Difference Capital Financial Inc., Tom ran research departments for 6 years at Byron Capital Markets Inc. and Dundee Securities Inc. He holds CFA, P.Eng. and ICD.D designations.

Hoi Wang Kwan

Mr. Kwan has years of experience in the banking and finance industry. Mr. Kwan is currently the Managing Director of Pinnacle Capital Limited, a company engaged in merchant banking and financial consultancy focusing on medium sized companies based in Hong Kong. He has held this position for 17 years from the inception of the company to the current date. Mr. Kwan has an MBA from the University of Toronto and a B.Sc. from the University of Calgary. He lives in Hong Kong.

Raj Dewan

Corporate Secretary and Director Rajeev (Raj) Dewan is a partner in the Capital Markets and M&A group at McMillan LLP, a business law firm. Raj advises on all facets of corporate and securities law, with a particular emphasis on structuring financings and acquisitions. Mr. Dewan holds a Bachelor of Arts degree from the University of Toronto, a Bachelor of Law degree from York University and a Certificate in Islamic Finance from the Rotman School of Management at the University of Toronto

Penalties, Sanctions, Corporate Cease Trade Orders or Bankruptcies

Except as disclosed herein, no Proposed Director is or has been, within the past 10 years, a director, chief executive officer or chief financial officer of any company that, while the person was acting in that capacity:

(a) 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

(b) 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.

For the purposes of the above, "order" means (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 that was in effect for a period of more than 30 consecutive days.

While Raj Dewan was a director of betterUEducation Corp. ("**betterU**"), on October 3, 2019, betterU was issued a cease trade order by the Ontario Securities Commission for betterU's failure to file its audited annual financial statements for the period ended March 31, 2019 (the "**March Financial Statements**"). On October 23, 2019, the cease trade order was revoked as betterU completed the filing of its March Financial Statements.

No Proposed Director has, within the past 10 years, become 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 the assets of the Proposed Director.

To the knowledge of the Company, no Proposed Director 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 Shareholder in deciding whether to vote for a Proposed Director.

No Proposed Director is or has been, within the past 10 years, a director or executive officer of any company that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, become 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.

EXECUTIVE COMPENSATION

The Company is a venture issuer and is disclosing its executive compensation in accordance with Form 51-102F6V.

The following persons are considered the "**Named Executive Officers**" or "**NEOs**" for the purposes of this disclosure:

(i) the Company's chief executive officer ("**CEO**");

(ii) the Company's chief financial officer ("**CFO**");

(iii) each of the Company's most highly compensated executive officers, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually more than $150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for the December 31, 2019 year end; and

(iv) each individual who would be a Named Executive Officer under paragraph (c) but for the fact the individual was neither an executive officer, nor acting in a similar capacity at December 31, 2019.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table provides a summary of compensation paid or accrued, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each Named Executive Officer and director of the Company during the Company's most recent financial years ended December 31, 2018 and December 31, 2019.

Table of compensation excluding compensation securities

Name and position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees(1) ($)	Value of perquisites(2) ($)	Value of all other compensation ($)	Total compensation(3) ($)
Arinder S. Mahal CEO, Director and Promoter	2019 2018	Nil Nil	Nil Nil	N/A N/A	Nil Nil	Nil Nil	Nil Nil
Dushan Batrovic Chief Financial Officer	2019 2018	Nil Nil	Nil Nil	N/A N/A	Nil Nil	Nil Nil	Nil Nil
Tom Blair Astle Director	2019 2018	Nil Nil	Nil Nil	N/A N/A	Nil Nil	Nil Nil	Nil Nil
Rajeev Dewan Corporate Secretary and Director	2019 2018	Nil Nil	Nil Nil	N/A N/A	Nil Nil	Nil Nil	Nil Nil

Hoi Wang Kwan (2) Director	2019 2018	Nil Nil	Nil Nil	N/A N/A	Nil Nil	Nil Nil	Nil Nil

Notes:
(1) There is no standard meeting fee or committee fee for attendance at directors' meetings or serving on committees.
(2) The value of perquisites and benefits, if any, was less than $15,000.
(3) As the Company is a CPC, the Company is prohibited from paying any kind of remuneration to directors until such time as it completes its Qualifying Transaction.

Stock Options and Other Compensation Securities

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant ($)	Issue, Conversion, or exercise price ($)	Closing price of security or underlying security at year end ($)	Expiry Date
Arinder S. Mahal CEO, Director and Promoter	Stock option	276,500 276,500 2.23%	January 11, 2019	0.10	0.10	January 11, 2029
Dushan Batrovic Chief Financial Officer	Stock option	158,000 158,000 1.28%	January 11, 2019	0.10	0.10	January 11, 2029
Tom Blair Astle Director	Stock option	118,500 118,500 0.95%	January 11, 2019	0.10	0.10	January 11, 2029
Rajeev Dewan Corporate Secretary and Director	Stock option	118,500 118,500 0.95%	January 11, 2019	0.10	0.10	January 11, 2029
Hoi Wang Kwan (2) Director	Stock option	118,500 118,500 0.95%	January 11, 2019	0.10	0.10	January 11, 2029

Exercise of Compensation Securities by Directors and NEOs

During the financial year ending December 31, 2019, none of the Named Executive Officers or directors exercised any stock options**.**

For information about the material terms of the Company's stock option plan, please refer to the heading "*Particulars of Matters to be Acted Upon – Shareholder Approval of Stock Option Plan*".

Employment, Consulting and Management agreements

As of the date of this Circular, the Company has no employment, consulting, or management agreements.

Oversight and Description of Director and Named Executive Officer Compensation

As the Company is a CPC, the Company is prohibited from paying any kind of remuneration to directors and Named Executive Officers until such time as it completes its Qualifying Transaction. As a CPC, it does not have a formal or informal compensation program. Except as set out below or otherwise disclosed in this Information Circular, prior to the completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly or indirectly, by the Company to a non- arm's length party to the Company or a non-arm's length party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of the securities of the Company or any resulting issuer by any means, including:

(a) remuneration, which includes but is not limited to:

   (i) salaries;

   (ii) consulting fees;

   (iii) management contract fees or directors' fees;

   (iv) finder's fees;

   (v) loans, advances, bonuses; and

(b) deposits and similar payments.

Although the Company may reimburse non-arm's length parties for the Company's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("**Permitted Reimbursement**"), there have been no such Permitted Reimbursements since incorporation. No Permitted Reimbursement may be made for any payment made to lease or buy a vehicle. The directors and officers of the Company have also been granted directors' and officers' options.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Pursuant to the stock option plan of the Company (the "**Stock Option Plan**"), the Board may grant to directors, officers, employees, management company employees and consultants of the Company stock options to purchase Common Shares.

The following table sets out equity compensation plan information as at the end of the financial year ended December 31, 2019.

Plan Category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans **approved** by securityholders	970,000 (1) (2)	$0.10 (2)	449,126 (3)
Equity compensation plans **not approved** by securityholders	N/A	N/A	N/A
Total	970,000	$0.10	449,126

Notes:

(1) The equity compensation plan is a "rolling" stock option plan which reserves for issuance a maximum of 10% of the issued and outstanding Common Shares at the time of the option grant to directors, officers, employees and consultants to the Company. For more information and the material terms of the Stock Option Plan, see "*Particulars of Matters to be Acted Upon – Approval of Stock Option Plan*" below.

(2) On January 11, 2019 upon the completion of the Company's initial public offering, the Company granted 790,000 options to directors of the Company with an exercise price of $0.10 per Common Share. The Company also granted 180,000 warrants to Hayward Securities Inc. (the "**Agent**") in connection with the Company's initial public offering allowing the Agent to purchase up to 180,000 Common Shares at an exercise price of $0.10 per share, representing 9.0% of the Common Shares sold pursuant to the initial public offering.

(3) The Company currently has 449,126 options available for further issuance under the Stock Option Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of our directors or executive officers, proposed nominees for election as directors, or associates of any of them, is or has been indebted to the Company at any time since the beginning of the most recently completed financial year and no indebtedness remains outstanding as at the date of this Information Circular.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Company, no Proposed Director, and no associate or affiliate of any of these persons, has any material interest, direct or indirect, in any transaction since the commencement of our last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company, other than as disclosed under the heading "Particulars of Matters to be Acted On".

An "informed person" means:

(a) a director or executive officer of the Company;

(b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;

(c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and

(d) the Company if it has purchased, redeemed or otherwise acquired any of its securities, so long as it holds any of its securities.

AUDIT COMMITTEE

Under this heading, the Company is including the disclosure required by Form 52-110F2 of National Instrument 52-110 *Audit Committees* ("**NI 52-110**").

Audit Committee Charter

The Audit Committee Charter was adopted by the Company's Audit Committee and the Board of Directors. The full text of the Company's Audit Committee Charter is attached as Schedule "A" to this Information Circular.

Composition of the Audit Committee

As of the date of this Information Circular, the following are the members of the Audit Committee:

Name of Member	Independent (1)	Financially Literate(1)
Tom Blair Astle	Yes	Yes
Hoi Wang Kwan	Yes	Yes
Rajeev Dewan	No	Yes

Notes:
(1) As that term is defined in NI 52-110.

Relevant Education and Experience of Audit Committee Members

The education and experience of each member of the Audit Committee relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

1. an understanding of the accounting principles used by the Company to prepare its financial statements;

2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;

3. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities; and

4. an understanding of internal controls and procedures for financial reporting, are as follows:

Please see "*Election of Directors - Biographies of Proposed Directors"* for educational experience of the Audit Committee members.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Exemptions in NI 52-110 regarding De Minimis Non-audit Services or on a Regulatory Order Generally

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit), the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), the exemption in subsection 6.1.1(5) (*Events Outside of Control of Member*), the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor during the last financial year:

Financial Year Ending	**Audit Fees (1)**	**Audit-Related Fees (2)**	**Tax Fees (3)**	**All Other Fees (4)**
December 31, 2019	$8,303	Nil	Nil	Nil
December 31, 2018	$15,673	Nil	Nil	Nil

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and if applicable, quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. These fees relate to preparing and filing the Company's Canadian tax return and related schedules.

(4) "All Other Fees" includes all other non-audit services".

Reliance on Exemptions in NI 52-110 regarding Audit Committee Composition & Reporting Obligations

Since the Company is a venture issuer, it relies on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 Composition of the Audit Committee (as described in 'Composition of the Audit Committee' above) and Part 5 Reporting Obligations of NI 52-110 (which requires certain prescribed disclosure about the Audit Committee in this Information Circular).

CORPORATE GOVERNANCE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* of the Canadian securities administrators requires the Company to annually disclose certain information regarding its corporate governance practices. Under this heading, the Company is providing the disclosure required by Form 58-101F2.

Board of Directors

The Board has responsibility for the stewardship of the Company including responsibility for strategic planning, identification of the principal risks of the Company's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Company's internal control and management information systems.

The Board sets long term goals and objectives for the Company and formulates the plans and strategies necessary to achieve those objectives and to supervise senior management in their implementation. The Board delegates the responsibility for managing the day-to-day affairs of the Company to senior management but retains a supervisory role in respect of, and ultimate responsibility for, all matters relating to the Company and its business. The Board is responsible for protecting Shareholders' interests and ensuring that the incentives of the Shareholders and of management are aligned.

As part of its ongoing review of business operations, the Board reviews, as frequently as required, the principal risks inherent in the Company's business including financial risks, through periodic reports from management of such risks, and assesses the systems established to manage those risks. Directly and through the Audit Committee, the Board also assesses the integrity of internal control over financial reporting and management information systems.

In addition to those matters that must, by law, be approved by the Board, the Board is required to approve any material dispositions, acquisitions and investments outside the ordinary course of business, long-term strategy, and organizational development plans. Management of the Company is authorized to act without board approval, on all ordinary course matters relating to the Company's business.

The Board also monitors the Company's compliance with timely disclosure obligations and reviews material disclosure documents prior to distribution. The Board is responsible for selecting the President and appointing senior management and for monitoring their performance.

The Board considers that the following directors are "independent" in that they are independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than interests and relationships arising from shareholding: Tom Blair Astle and Hoi Wang Kang. The Board considers that Arinder Mahal, the CEO of the Company, and Raj Dewan, corporate secretary of the Company are not independent.

Directorships

Certain of the directors are presently a director of one or more other reporting issuers (or equivalent) in a Canadian or foreign jurisdiction, as follows**.**

Name of Director	Other reporting issuer (or equivalent in a foreign jurisdiction)
Raj Dewan	Victory Capital Corp.
	ESE Entertainment Inc.

Name of Director	Other reporting issuer (or equivalent in a foreign jurisdiction)
Tom Blair Astle	PESA Corporation
	Bluedrop Performance Learning Inc.
Arinder S. Mahal	NanoXplore Inc.

Orientation and Continuing Education

The Board is responsible for providing orientation for all new recruits to the Board. Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new director. The Company provides continuing education for its directors as the need arises and encourages open discussion at all meetings, which format encourages learning by the directors.

Ethical Business Conduct

The Board relies on the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law to ensure the Board operates independently of management and in the best interests of the Company. The Board has found that these, combined with the conflict of interest provisions of the *Business Corporations Act* (British Columbia), as well as the relevant securities regulatory instruments ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

Nomination of Directors

The Board performs the functions of a nominating committee with respect to appointment of directors. The Board believes that this is a practical approach at this stage of the Company's development. While there are not specific criteria for board membership, the Company attempts to attract and maintain directors with business knowledge, which assists in guiding management of the Company.

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

Compensation

As the Company is a CPC, the Company is prohibited from paying any kind of remuneration to directors until such time as it completes its Qualifying Transaction. Upon completion of its Qualifying Transaction, the Company anticipates that the Board will conduct reviews with regard to the compensation of the directors and Named Executive Officers.

Other Board Committees

The Board has no other committees other than the Audit Committee described in this Information Circular under the heading "Audit Committee".

Assessments

The Board annually reviews its own performance and effectiveness as well as reviews the Audit Committee Charter and recommends revisions as necessary. Neither the Company nor the Board has adopted formal procedures to regularly assess the Board, the Audit Committee or the individual directors as to their effectiveness and contribution. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual directors are informally monitored by the other Board members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and its committees.

The Board believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's corporate governance practice allows the Company to operate efficiently, with checks and balances that control and monitor management and corporate functions without excessive administrative burden.

APPOINTMENT OF AUDITOR

Unless otherwise instructed, the proxies given in this solicitation will be voted for the re-appointment of MNP LLP, Chartered Professional Accountants, of Toronto, Ontario, as our auditor to hold office until the next annual general meeting. MNP LLP has been the Company's auditors since the Company's inception. We propose that the Board of Directors be authorized to fix the remuneration to be paid to the auditor.

Our Audit Committee recommends the election of MNP LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as our auditor to hold office until the Company's next annual general meeting. The Audit Committee proposes that the Board of Directors be authorized to fix the remuneration to be paid to the auditor.

Unless otherwise instructed, the proxies solicited by management will be voted for the appointment of MNP LLP, Chartered Professional Accountants, as the Company's auditor.

MANAGEMENT CONTRACTS

The management functions of the Company are not to any substantial degree performed by any person other than the executive officers and directors of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

ANNUAL APPROVAL OF STOCK OPTION PLAN

The Stock Option Plan which the Company currently has in place is a 10% rolling share option plan which was approved by the directors of the Company. The Stock Option Plan was adopted in connection with the Company's initial public offering ("**IPO**") and the listing of its Common Shares on the TSX Venture Exchange ("**TSX-V**") under the CPC Policy which policy governs the Stock Option Plan so long as the Company remains a CPC. Under Section 7.5 of the CPC Policy, any shares issued upon exercise of options must be held in escrow until completion of the Company's Qualifying Transaction.

The Stock Option Plan is administered by the Board and provides that options will be issued to directors, officers, employees or consultants of the Company. The Stock Option Plan provides that the number of Common Shares issuable under the Stock Option Plan, together with all of the Company's other previously established or proposed share compensation arrangements, may not, while the Company is a CPC exceed 10% of the total number of issued and outstanding Common Shares as at the closing of the Company's IPO. As at the date of this Information Circular, options have been granted and remain outstanding to purchase an aggregate of 790,000 Common Shares.

In accordance with Policy 4.4 – *Incentive Stock Options* of the TSXV's Corporate Finance Manual, the TSX-V requires listed companies who have "rolling" stock option plans in place to receive shareholder approval to such plan on a yearly basis at the Company's annual general meeting (the "**Stock Option Plan Resolution**"). Accordingly, the directors of the Company wish to ratify and approve the Stock Option Plan.

The Stock Option Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Stock Option Plan is administered by the Board and provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company.

The material terms of the Stock Option Plan are as follows:

(a) under the Stock Option Plan, options may be granted to any eligible person under the Stock Option Plan (each an "**Eligible Person**"), being a bona fide: director, officer, employee, management company employee, or consultant of the Company;

(b) the Company shall not grant options to any one person in any 12 month period which could, when exercised, result in the issuance of common shares exceeding 5% of the issued and outstanding common shares of the Company;

(c) the Company shall not grant options to any one consultant in any 12 month period which could, when exercised, result in the issuance of common shares exceeding 2% of the issued and outstanding common shares of the Company;

(d) the Company shall not grant options in any 12 month period, to persons employed or engaged by the Company to perform investor relations activities which could, when exercised, result in the issuance of common shares exceeding, in the aggregate, 2% of the issued and outstanding common shares of the Company;

(e) the exercise price of an option shall be set by the Board at the time such option is allocated under the Stock Option Plan and shall not be less than the: (i) $0.10 per Common Share; and (ii) the Discounted Market Price (as defined in the TSX-V's Corporate Finance Manual);

(f) an option granted under the Stock Option Plan can be exercisable for a maximum of ten years from the respective option's effective date;

(g) if any option expires or otherwise terminates for any reason without having been exercised in full, the number of common shares in respect of which the option expired or terminated shall again be available for the purposes of the Stock Option Plan;

(h) if an option holder dies, any vested option held by him or her at the date of death will become exercisable by the optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the date of expiration of the term otherwise applicable to such option;

(i) an option granted to an Eligible Person will expire on the later of the day which is 12 months after the completion of the Company's Qualifying Transaction and 90 days after the date the respective Eligible Person ceases to be employed by or provide services to the Company, and only to the extent such option had vested at the date the Eligible Person ceased to be employed or provide services to the Company; and

(j) all options granted to consultants performing investor relations activities will vest in stages over 12 months with no more than one-quarter of the options vesting in any three month period.

The full copy of the Stock Option Plan will be filed on the Company's SEDAR Profile.

The text of the Stock Option Plan Resolution to be considered at the Meeting will be substantially as follows:

"BE IT HEREBY RESOLVED as an ordinary resolution of the Company that:

1. the Company is hereby authorized to ratify the adoption the incentive Stock Option Plan, in place of the Company's existing 10% rolling stock option plan, and the same be and is hereby approved and authorized; and

2. any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to executed and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in such director's or officer's opinion may be necessary or desirable to give effect to this resolution."

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE STOCK OPTION PLAN RESOLUTION. Unless instructed otherwise, the persons designated in the enclosed form of proxy intend to vote FOR the Stock Option Plan Resolution. In the event that the Qualifying Transaction is not completed, the Stock Option Plan will not be effected.

To be effective, the Stock Option Plan Resolution must be approved by a majority of the votes cast thereon at the Meeting.

Disinterested shareholder approval of the foregoing resolution is not required because the Stock Option Plan cannot result at any time in: (i) the number of Common Shares reserved for issuance under stock options granted to insiders exceeding 10% of the issued Common Shares; (ii) the grant to insiders, within a 12 month period, of a number of options exceeding 10% of the issued Common Shares; or (iii) the issuance to any one optionee, within a 12 month period, of a number of Common Shares exceeding 5% of the issued Common Shares.

Recommendation of the Company's Directors

The directors have reviewed and considered all facts respecting the approval of the Stock Option Plan. The Company's directors unanimously recommend that the Shareholders vote in favour of ratifying and approving the Stock Option Plan.

An ordinary resolution requires the approval of a simple majority (50% + one vote) of the votes cast at the Meeting, in person or by proxy. **It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR the ordinary resolution authorizing the approval of the Stock Option Plan.**

APPROVAL OF CONSOLIDATION

General

At the Meeting, Shareholders will be asked to consider and, if thought fit, to pass, with or without variation, the special resolution set forth below approving the consolidation of the Company's issued and outstanding Common Shares (the "**Consolidation Resolution**"). If the Consolidation Resolution is approved, the Board will have the authority, in its sole discretion, to implement a consolidation on the basis of one (1) post-consolidated Common Share for every 4.646720625 pre-consolidation Common Shares (the "**Consolidation**") to take effect concurrent with the completion of the proposed reverse takeover transaction with Wishpond Technologies Ltd. (the "**Proposed Transaction**"). The Consolidation Resolution is to take effect subject to the closing of the Proposed Transaction.

Approval of the Consolidation Resolution by Shareholders would give the Board authority to implement the Consolidation. In addition, notwithstanding approval of the proposed Consolidation by Shareholders, the

Board, in its sole discretion, may revoke the Consolidation Resolution, and abandon the Consolidation without further approval or action by or prior notice to Shareholders. **It is a condition of the Proposed Transaction that the Consolidation be implemented immediately prior to completion of the Proposed Transaction. In the event that the Proposed Transaction is not completed, the Company does not anticipate completing the Consolidation.**

Effect of the Consolidation

If approved and implemented, the Consolidation will occur simultaneously for all of the Company's issued and outstanding Common Shares and the Consolidation ratio will be the same for all such Common Shares. The principal effect of the Consolidation will be that number of the Common Shares of the Company's issued and outstanding will be reduced to an amount equal to the Consolidation ratio. The Consolidation will affect all holders of Common Shares uniformly and will not affect any Shareholder's percentage ownership in the Company, except to the extent that the Consolidation would otherwise result in a Shareholder owing a fractional Common Share. No fractional post-Consolidation Common Shares will be issued and no cash will be paid in lieu of fractional post-Consolidation Common Shares. Any fractional interest in Common Shares resulting from the Consolidation that is less than one-half of a Common Share will be canceled and any fractional interest in Common Shares that is at least one-half will be rounded up the nearest whole Common Share.

The Company currently has an unlimited number of Common Shares available for issuance and the Consolidation will not have any effect on the number of Common Shares that remain available for future issuance. The exercise or conversion price and the number of Common Shares issuable under any convertible securities of the Company, including incentive stock options will be proportionately adjusted if the Consolidation is approved by Shareholders at the Meeting and put into effect.

Implementation of the Consolidation

The Consolidation is also subject to receipt of all required regulatory approvals, including approval from the TSX-V, and to the approval of the Consolidation by the Shareholders at the Meeting. If these approvals are received, the Consolidation will be effected at a time determined by the Board and announced by a press release of the Company. **It is a condition of the Proposed Transaction that the Consolidation be implemented immediately prior to completion of the Proposed Transaction. In the event that the Qualifying Transaction is not completed, the Company does not anticipate completing the Consolidation.** Notwithstanding if the approvals are received, the Company may determine not to proceed with the Consolidation at the discretion of the Board.

If the Consolidation does proceed, registered holders of Common Shares will receive a letter of transmittal providing instructions with respect to exchanging their certificates representing pre-Consolidation Common Shares for post-Consolidation Common Shares.

The Company will issue a news release after the Meeting to advise of the results of the Meeting and, if appropriate, the expected timing for the commencement of trading of the post-Consolidation Common Shares on the TSX-V.

Shareholder Approval Being Sought

The Shareholders of the Company will be asked at the Meeting to consider and, if thought fit, to approve, with or without amendment, the following resolution:

"**IT IS RESOLVED, AS A SPECIAL RESOLUTION THAT**:

1. the Company be and it is hereby authorized to consolidate all of its issued Common Shares without par value on the basis of on the basis of one (1) post-consolidation for every 4.646720625 pre-consolidation Common Shares to take effect immediately prior to the completion of the Proposed Transaction and subject to the closing of the Proposed Transaction;

2. if as a result of the Consolidation, a holder of Common Shares would otherwise be entitled to a fraction of a Common Share, any fraction, if it is less than one-half of a share, shall be canceled, and if it is at least one-half of a share, shall be rounded up to one whole share;

3. any director or officer of the Company be and is hereby authorized and directed on behalf of the Company to sign and deliver all documents and to do all things necessary and advisable in connection with the foregoing and to determine the timing thereof;

4. notwithstanding the approval of the proposal to consolidate the issued share capital of the Company, the directors of the Company be and they are hereby authorized without further approval of the Shareholders to revoke the resolution consolidating the issued share capital of the Company before it is acted upon if the directors deem it would be in the best interests of the Company; and

5. notwithstanding the approval of the proposal to consolidate the issued share capital of the Company, the directors of the Company be and they are hereby authorized without further approval of the Shareholders to modify, vary or amend such terms and conditions in respect of the Consolidation as may be required by the regulatory authorities having jurisdiction or as the Board of Directors may in its sole discretion deem in the best interests of the Company, and the directors are further authorized to abandon such transactions and matters, in whole or in part."

Recommendation of Directors

The Board believes that the Consolidation is in the Company's best interests and unanimously recommends that Shareholders vote in favour of the Consolidation Resolution.

In order to pass the above Consolidation Resolution, a special majority consisting of at least two-thirds (2/3) of the votes cast by Shareholders, present in person or by proxy at the Meeting, is required.

Unless the Shareholder has specified in the enclosed form of proxy that the Shares represented by such proxy are to be voted against the Consolidation Resolution, the persons named in the enclosed form of proxy will vote FOR the Consolidation Resolution.

OTHER MATERIAL FACTS

Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. Should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by proxy. There are no material facts about the Company which are not otherwise disclosed in this Information Circular.

DATED at Toronto, Ontario, this 22nd day of September, 2020.

By Order Of The Board of Directors

Signed: "*Arinder Mahal*"

Arinder Mahal, Chief Executive Officer

SCHEDULE "A"

Audit Committee Charter

ANTERA VENTURES I CORP.
CHARTER OF THE AUDIT COMMITTEE

1. PURPOSE AND PRIMARY RESPONSIBILITY

1.1 This charter sets out the Audit Committee's purpose, composition, member qualification, member appointment and removal, responsibilities, operations, manner of reporting to the Board of Directors (the "**Board**") of Antera Ventures I Corp. (the "**Company**"), annual evaluation and compliance with this charter.

1.2 The primary responsibility of the Audit Committee is that of oversight of the financial reporting process on behalf of the Board. This includes oversight responsibility for financial reporting and continuous disclosure, oversight of external audit activities, oversight of financial risk and financial management control, and oversight responsibility for compliance with tax and securities laws and regulations as well as whistle blowing procedures. The Audit Committee is also responsible for the other matters as set out in this charter and/or such other matters as may be directed by the Board from time to time. The Audit Committee should exercise continuous oversight of developments in these areas.

2. MEMBERSHIP

2.1 At least two of the members of the Audit Committee must be independent directors of the Company as defined in sections 1.4 and 1.5 of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), provided that should the Company become listed on a more senior exchange, each member of the Audit Committee will have to be an independent director of the Company.

2.2 The Audit Committee will consist of at least three members, all of whom shall be financially literate, provided that an Audit Committee member who is not financially literate may be appointed to the Audit Committee if such member becomes financially literate within a reasonable period of time following his or her appointment.

2.3 The members of the Audit Committee will be appointed annually (and from time to time thereafter to fill vacancies on the Audit Committee) by the Board. An Audit Committee member may be removed or replaced at any time at the discretion of the Board and will cease to be a member of the Audit Committee on ceasing to be a director.

2.4 The Chair of the Audit Committee will be appointed by the Board.

3. AUTHORITY

3.1 In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:

(a) engage, set and pay the compensation for independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities, and any such consultants or professional advisors so retained by the Audit Committee will report directly to the Audit Committee;

(b) communicate directly with management and any internal auditor, and with the external auditor without management involvement; and

(c) incur ordinary administrative expenses that are necessary or appropriate in carrying out its duties, which expenses will be paid for by the Company.

4. DUTIES AND RESPONSIBILITIES

4.1 The duties and responsibilities of the Audit Committee include:

(a) recommending to the Board the external auditor to be nominated by the Board;

(b) recommending to the Board the compensation of the external auditor to be paid by the Company in connection with (i) preparing and issuing the audit report on the Company's financial statements, and (ii) performing other audit, review or attestation services;

(c) reviewing the external auditor's annual audit plan, fee schedule and any related services proposals (including meeting with the external auditor to discuss any deviations from or changes to the original audit plan, as well as to ensure that no management restrictions have been placed on the scope and extent of the audit examinations by the external auditor or the reporting of their findings to the Audit Committee);

(d) overseeing the work of the external auditor;

(e) ensuring that the external auditor is independent by receiving a report annually from the external auditors with respect to their independence, such report to include disclosure of all engagements (and fees related thereto) for non-audit services provided to Company;

(f) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board by receiving, at least annually, a report by the external auditor on the audit firm's internal quality control processes and procedures, such report to include any material issues raised by the most recent internal quality control review, or peer review, of the firm, or any governmental or professional authorities of the firm within the preceding five years, and any steps taken to deal with such issues;

(g) ensuring that the external auditor meets the rotation requirements for partners and staff assigned to the Company's annual audit by receiving a report annually from the external auditors setting out the status of each professional with respect to the appropriate regulatory rotation requirements and plans to transition new partners and staff onto the audit engagement as various audit team members' rotation periods expire;

(h) reviewing and discussing with management and the external auditor the annual audited and quarterly unaudited financial statements and related Management Discussion and Analysis ("**MD&A**"), including the appropriateness of the Company's accounting policies, disclosures (including material transactions with related parties), reserves, key estimates and judgements (including changes or variations thereto) and obtaining reasonable assurance that the financial statements are presented fairly in accordance with IFRS and the MD&A is in compliance with appropriate regulatory requirements;

(i) reviewing and discussing with management and the external auditor major issues regarding accounting principles and financial statement presentation including any significant changes in the selection or application of accounting principles to be observed in the preparation of the financial statements of the Company and its subsidiaries;

(j) reviewing and discussing with management and the external auditor the external auditor's written communications to the Audit Committee in accordance with generally accepted auditing standards and other applicable regulatory requirements arising from the annual audit and quarterly review engagements;

(k) reviewing and discussing with management and the external auditor all earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies prior to such information being disclosed;

(l) reviewing the external auditor's report to the shareholders on the Company's annual financial statements;

(m) reporting on and recommending to the Board the approval of the annual financial statements and the external auditor's report on those financial statements, the quarterly unaudited financial statements, and the related MD&A and press releases for such financial statements, prior to the dissemination of these documents to shareholders, regulators, analysts and the public;

(n) satisfying itself on a regular basis through reports from management and related reports, if any, from the external auditors, that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements that such information is fairly presented;

(o) overseeing the adequacy of the Company's system of internal accounting controls and obtaining from management and the external auditor summaries and recommendations for improvement of such internal controls and processes, together with reviewing management's remediation of identified weaknesses;

(p) reviewing with management and the external auditors the integrity of disclosure controls and internal controls over financial reporting;

(q) reviewing and monitoring the processes in place to identify and manage the principal risks that could impact the financial reporting of the Company and assessing, as part of its internal controls responsibility, the effectiveness of the overall process for identifying principal business risks and report thereon to the Board;

(r) satisfying itself that management has developed and implemented a system to ensure that the Company meets its continuous disclosure obligations through the receipt of regular reports from management and the Company's legal advisors on the functioning of the disclosure compliance system, (including any significant instances of non-compliance with such system) in order to satisfy itself that such system may be reasonably relied upon;

(s) resolving disputes between management and the external auditor regarding financial reporting;

(t) establishing procedures for:

> (i) the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practises relating thereto; and

(ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

(u) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;

(v) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor;

(w) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities;

(x) establishing procedures for:

(i) reviewing the adequacy of the Company's insurance coverage, including the Directors' and Officers' insurance coverage;

(ii) reviewing activities, organizational structure, and qualifications of the Chief Financial Officer ("**CFO**") and the staff in the financial reporting area and ensuring that matters related to succession planning within the Company are raised for consideration with the Board;

(iii) obtaining reasonable assurance as to the integrity of the Chief Executive Officer ("**CEO**") and other senior management and that the CEO and other senior management strive to create a culture of integrity throughout the Company;

(iv) reviewing fraud prevention policies and programs, and monitoring their implementation;

(v) reviewing regular reports from management and others (e.g., external auditors, legal counsel) with respect to the Company's compliance with laws and regulations having a material impact on the financial statements including:

(A) Tax and financial reporting laws and regulations;

(B) Legal withholding requirements;

(C) Environmental protection laws and regulations; and

(D) Other laws and regulations which expose directors to liability.

4.2 A regular part of Audit Committee meetings involves the appropriate orientation of new members as well as the continuous education of all members. Items to be discussed include specific business issues as well as new accounting and securities legislation that may impact the organization. The Chair of the Audit Committee will regularly canvass the Audit Committee members for continuous education needs and in conjunction with the Board education program, arrange for such education to be provided to the Audit Committee on a timely basis.

4.3 On an annual basis the Audit Committee shall review and assess the adequacy of this charter taking into account all applicable legislative and regulatory requirements as well as any best practice guidelines recommended by regulators or stock exchanges with whom the Company has a reporting relationship and, if appropriate, recommend changes to the Audit Committee charter to the Board for its approval.

5. MEETINGS

5.1 The quorum for a meeting of the Audit Committee is a majority of the members of the Audit Committee.

5.2 The Chair of the Audit Committee shall be responsible for leadership of the Audit Committee, including scheduling and presiding over meetings, preparing agendas, overseeing the preparation of briefing documents to circulate during the meetings as well as pre-meeting materials, and making regular reports to the Board. The Chair of the Audit Committee will also maintain regular liaison with the CEO, CFO, and the lead external audit partner.

5.3 The Audit Committee will meet separately with each of the CEO and the CFO of the Company at least annually to review the financial affairs of the Company.

5.4 The Audit Committee will meet with the external auditor of the Company at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.

5.5 The external auditor must be given reasonable notice of, and has the right to appear before and to be heard at, each meeting of the Audit Committee.

5.6 Each of the Chair of the Audit Committee, members of the Audit Committee, Chair of the Board, external auditor, CEO, CFO or secretary shall be entitled to request that the Chair of the Audit Committee call a meeting which shall be held within 48 hours of receipt of such request to consider any matter that such individual believes should be brought to the attention of the Board or the shareholders.

6. REPORTS

6.1 The Audit Committee will report, at least annually, to the Board regarding the Audit Committee's examinations and recommendations.

6.2 The Audit Committee will report its activities to the Board to be incorporated as a part of the minutes of the Board meeting at which those activities are reported.

7. MINUTES

7.1 The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

8. ANNUAL PERFORMANCE EVALUATION

8.1 The Board will conduct an annual performance evaluation of the Audit Committee, taking into account the Charter, to determine the effectiveness of the Committee.