



## **Fobi AI Inc.**

**(formerly Loop Insights Inc.)**

Unit 200 - 541 Howe Street  
Vancouver, British Columbia  
V6C 2C2

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON  
DECEMBER 15, 2022**

**AND**

**INFORMATION CIRCULAR**

*October 31, 2022*

*This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this notice and information circular, you should immediately contact your advisor.*

**Fobi AI Inc.**  
Unit 200 - 541 Howe Street, Vancouver, British Columbia V6C 2C2  
Telephone: 1 (877) 754-5336

**NOTICE OF ANNUAL GENERAL MEETING**

**TO THE SHAREHOLDERS:**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“**Meeting**”) of shareholders (“**Shareholders**”) of Fobi AI Inc. (“**Fobi**” or the “**Company**”) will be held at Unit 200 - 541 Howe Street, Vancouver, British Columbia V6C 2C2, on Thursday December 15, 2022 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended June 30, 2022 and the accompanying reports of the auditors thereon;
2. to fix the number of directors of the Company at four (4);
3. to elect Robert Anson, Peter Green, Michael Devine and Jeffrey Hyman as directors of the Company;
4. to appoint Manning Elliott LLP, as the auditors of the Company for the ensuing year at a remuneration to be fixed by the board of directors of the Company (the “**Board**”); and
5. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company’s Board has fixed October 31, 2022 as the record date for the determination of Shareholders entitled to notice of, and to vote at, the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Information Circular.

If you are a registered Shareholder of the Company, please vote by proxy by completing the instructions provided in the enclosed form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered Shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (in any case, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

The Company is using the notice-and-access provisions (“**Notice and Access**”) under the Canadian Securities Administrators’ *National Instrument 54-101* for the delivery of its Information Circular to its shareholders for the Meeting. Under Notice and Access, instead of receiving paper copies of the Information Circular, shareholders will be receiving a Notice and Access notification with information on how they may obtain a copy of the Information Circular electronically or request a paper copy. Registered shareholders will still receive a Proxy form enabling them to vote at the Meeting. The use of the alternative Notice and Access procedures in connection with the Meeting helps reduce paper use, as well as the Company’s printing and mailing costs. The Company will arrange to mail paper copies of the Information Circular to those registered shareholders who have existing instructions on their account to receive paper copies of the Company’s Meeting materials.

The Information Circular and other Meeting materials will be available on the Company’s website at <https://www.fobi.ai/agm> as of October 31, 2022 and will remain on the website for one full year thereafter. Meeting materials are also available upon request, without charge, by email at [info@fobi.ai](mailto:info@fobi.ai) or by calling toll free at +1-877-754-5336, or can be accessed online on SEDAR at [www.sedar.com](http://www.sedar.com), as of November 8, 2022.

DATED at Vancouver, British Columbia, this 31<sup>st</sup> day of October, 2022.

By Order of the Board of Directors of

**Fobi AI Inc.**

*“Rob Anson”*

---

Rob Anson

President, CEO, and Director

**Fobi AI Inc.**  
Unit 200 - 541 Howe Street, Vancouver, British Columbia V6C 2C2  
Telephone: 1 (877) 754-5336

## INFORMATION CIRCULAR

### INTRODUCTION

This management information circular (the “**Information Circular**”) accompanies the notice of annual general meeting (the “**Notice**”) of Fobi AI Inc. (the “**Company**”) and is furnished to shareholders (“**Shareholders**”) holding common shares (each, a “**Share**”) of the Company in connection with the solicitation by the management of the Company of proxies to be voted at the annual general meeting (the “**Meeting**”) of the Shareholders to be held at 10:00 a.m. (Vancouver time) on Thursday, December 15<sup>th</sup>, 2022 at Unit 200 - 541 Howe Street, Vancouver, British Columbia V6C 2C2 or at any adjournment or postponement thereof.

#### **Date and Currency**

The date of this Information Circular is October 31, 2022. Unless otherwise stated, all amounts herein are in Canadian dollars.

### PROXIES AND VOTING RIGHTS

#### **Management Solicitation**

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse Shareholders, nominees or agents for costs incurred in obtaining from their principal's authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

#### **Notice and Access Process**

The Company has decided to take advantage of the notice-and-access provisions (“**Notice and Access**”) under the Canadian Securities Administrators' National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) for the delivery of the Information Circular to its shareholders for the Meeting. The use of the alternative Notice and Access procedures in connection with the Meeting helps reduce paper use, as well as the Company's printing and mailing costs.

Under Notice and Access, instead of receiving printed copies of the Information Circular, shareholders receive a notice (“**Notice and Access Notification**”) with information on the Meeting date, location and purpose, as well as information on how they may access the Information Circular electronically or request a paper copy. The Company will arrange to mail paper copies of the Information Circular to those registered and beneficial shareholders who have existing instructions on their account to receive paper copies of the Company's proxy-related materials.

In accordance with the requirements of NI 54-101, the Company has elected to send the Notice and Access Notification in connection with the Meeting directly to the NOBOs and indirectly through Intermediaries to the OBOs.

#### **Appointment of Proxy**

Registered Shareholders are entitled to vote at the Meeting. A Shareholder is entitled to one vote for each Share that such Shareholders held on the record date of October 31, 2022 (the “**Record Date**”) on the resolutions to be voted upon at the

Meeting, and any other matter to come before the Meeting.

The persons named as proxy holders in the enclosed form of proxy (the “**Designated Persons**”) are directors and/or officers of the Company.

**A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS. TO DO SO, THE SHAREHOLDER MUST STRIKE OUT THE PRINTED NAMES OF THE DESIGNATED PERSONS AND INSERT THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER MUST NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE’S CONSENT TO ACT AS PROXY, AND PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER’S SHARES SHOULD BE VOTED. THE NOMINEE MUST BRING PERSONAL IDENTIFICATION TO THE MEETING.**

The Shareholder may vote by mail, by telephone or via the Internet by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. The Chair of the Meeting, in his or her sole discretion, may accept completed forms of proxy on the day of the Meeting or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder’s attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders, or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

#### **Revocation of Proxies**

A Shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder’s attorney-in-fact authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to Computershare Trust Company of Canada (the “**Transfer Agent**”) at their offices located at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chair of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

A proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

NOBOs who wish to revoke their voting instructions should contact Computershare at telephone number 1-800-564-6253. OBOs who wish to revoke a voting instruction form or a waiver of the right to receive proxy-related materials should contact their Intermediaries for instruction.

#### **Voting of Shares and Proxies and Exercise of Discretion by Designated Persons**

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. **The Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

**IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY AND FOR THE NOMINEES OF THE COMPANY’S BOARD OF DIRECTORS FOR DIRECTORS AND AUDITOR OF THE COMPANY FOR THE ENSUING YEAR.**

The enclosed form of proxy confers discretionary authority upon the Designated Persons with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of Shares on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum but will not be counted as affirmative or negative on the matter to be voted upon.

### ADVICE TO BENEFICIAL SHAREHOLDERS

Only registered Shareholders or duly appointed proxy holders are permitted to vote at the Meeting. Most Shareholders are “non-registered” Shareholders because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. More particularly, a person is not a registered Shareholder in respect of Shares which are held on behalf of that person (the “**Non-Registered Holder**”) but which are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators or self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant. In accordance with the requirements set out in NI 54-101, the Company has distributed copies of the Notice, this Information Circular and the form of proxy (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with the Transfer Agent as provided above; or
- (b) more typically, be given a voting instruction form (“**VIF**”) 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 (often called a “**proxy authorization form**”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one-page pre-printed form. Sometimes, instead of a one-page pre-printed form, the proxy authorization will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a bar-code and other information. In order for it to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit a Non-Registered Holder to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the Designated Persons and insert the Non-Registered Holder’s name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.

There are two kinds of beneficial owners – those who object to their name being made known to the issuers of securities which they own (called OBOs for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called NOBOs for Non-Objecting Beneficial Owners). Pursuant to NI 54-101, issuers can obtain a list of their NOBOs from Intermediaries for distribution of proxy-related materials directly to NOBOs.

**These Meeting Materials (including Notice and Access Notification) are being sent to both registered Shareholders and Non-Registered Holders. If you are a Non-Registered Holder, and the Company or its agent has sent these materials directly to you, your name and address and information about the number of Shares you own have been**

obtained in accordance with applicable securities regulatory requirements from the Intermediary holding Shares on your behalf. The Company will not pay for the delivery of the Meeting Materials to objecting beneficial owners of Shares. Objecting beneficial owners will not receive the Meeting Materials unless their Intermediary assumes the cost of delivery (including the Notice and Access Notification).

### VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Shares without par value. As of the Record Date, determined by the Company’s board of directors (the “**Board**”) to be the close of business on October 31, 2022, a total of 151,923,749 Shares were issued and outstanding. Each Share carries the right to one vote at the Meeting. Only registered Shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Shares carrying more than 10% of the voting rights attached to the outstanding Shares of the Company, other than as set forth below:

Name of Shareholder	Number of Shares Beneficially Owned <sup>(1)</sup>	Percentage of Outstanding Shares
Rob Anson	32,492,560 <sup>(2)</sup>	21.39%

Notes:

(1) On an undiluted basis, as of October 31, 2022.

(2) Includes: (i) 5,104,560 Shares held directly by Mr. Anson; and (ii) 27,388,000 Shares held indirectly through Mr. Anson through Fobisuite Technologies Inc., a company controlled by Mr. Anson.

### VOTES NECESSARY TO PASS RESOLUTIONS AT THE MEETING

Under the Company’s Articles, the quorum for the transaction of business at the Meeting consists of two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the Shares entitled to be voted at the Meeting. Under the *Business Corporations Act* (British Columbia) and the Company’s Articles, a simple majority of the votes cast at the Meeting (in person or by proxy) is required in order to pass the resolutions referred to in the accompanying Notice of Meeting.

### PARTICULARS OF MATTERS TO BE ACTED UPON

The following sections provide information on the matters to be acted upon at the Meeting.

#### NUMBER OF DIRECTORS

The Articles of the Company provide for the Board to be comprised of no fewer than three directors and no greater than a number as fixed or changed from time to time by majority approval of the Shareholders.

At the Meeting, Shareholders will be asked to pass an ordinary resolution to fix the number of directors of the Company at four (4). An ordinary resolution needs to be passed by a simple majority of the votes cast by the Shareholders present in person or represented by proxy and entitled to vote at the Meeting.

**Management recommends the approval of fixing the number of directors of the Company at four (4).**

#### ELECTION OF DIRECTORS

At present, the directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting, or until their successors are duly elected or appointed in accordance with the Company’s Articles or until such director’s earlier death, resignation or removal. In the absence of instructions to the contrary, the enclosed form of proxy will be voted for the nominees listed in the form of proxy, all of whom are presently members of the Board.

Management of the Company proposes to nominate the persons named in the table below for election by the Shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Province and Country of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years	Periods which Nominee has Served as a Director	Number of Shares Owned <sup>(1)</sup>
Rob Anson <sup>(2)</sup> British Columbia, Canada <i>CEO, President and Director</i>	Mr. Anson has been the President and CEO of the Company since January 2018.	January 2, 2018 to Present	32,492,560 Shares <sup>(3)</sup> (21.39%)
Peter Green <sup>(2)</sup> British Columbia, Canada <i>Director</i>	Mr. Green has been an independent business consultant since 2017 have previously served as Senior Vice President and President of TELUS Business Solutions from 2013 to 2017.	June 12, 2019 to Present	700,000 Shares <sup>(4)</sup> (0.46%)
Michael Devine British Columbia, Canada <i>Director</i>	Mr. Devine has been the Founder and CEO of Jet Digital Inc. since 2019 and was the Executive Vice President of Eight Solutions Inc. between 2017 and 2019.	April 6, 2022 to Present	NIL <sup>(5)</sup>
Jeffrey Hyman <sup>(2)</sup> New York, USA <i>Director</i>	Mr. Hyman consults as independent capital markets advisor, is a principal in an equipment rental company and serves as a Managing Director at Capital Security Advisors, a real estate private equity platform headquartered in New York, NY.	July 29, 2020 to Present	NIL <sup>(6)</sup>

**Notes:**

- (1) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, based on 151,923,749 Shares issued and outstanding, on an undiluted basis, as of October 31, 2022 and information available to the Company provided by each director.
- (2) Member of the Company's audit committee, which is chaired by Mr. Jeffrey Hyman.
- (3) Includes: (i) 5,104,560 Shares held directly by Mr. Anson; and (ii) 27,388,000 Shares held indirectly through Mr. Anson through Fobisuite Technologies Inc., a company controlled by Mr. Anson. The total does not include 2,478,500 stock options to purchase an equivalent number of Shares, or 77,892 warrants to purchase an equivalent number of Shares at an exercise price of \$0.65 until September 26, 2024.
- (4) These Shares are held directly by Mr. Green. The total does not include 1,250,000 stock options to purchase an equivalent number of Shares held by Mr. Green, the 250,000 options to purchase an equivalent number of Shares held by PSG Associates Holdings (a company Mr. Green controls), or 520,000 warrants to purchase an equivalent number of Shares.
- (5) Mr. Devine does not hold any Shares, but he holds a total of 412,500 stock options to purchase an equivalent number of Shares.
- (6) Mr. Hyman does not hold any Shares, but he holds a total of 850,000 stock options to purchase an equivalent number of Shares.

## Biographies of Proposed Directors

### *Rob Anson*

Rob Anson has served as the Chief Executive Officer and a member of the board of directors of the Company since January 2018. Mr. Anson has also served as President and a member of the board of directors of Fobisuite Technologies Inc., a private British Columbia technology company, since October 2017, and a member of the board of directors of Fobi Pay Technologies Inc., a private British Columbia technology company, since January 2018.

Mr. Anson has also previously served as the Chief Executive Officer of One Team Media Inc., a private British Columbia entertainment company, between January 2016 and December 2018, as Chief Operating Officer of Parker Neely Enterprises LLC, a private company operating under the laws of the state of Georgia, United States, between December 2011 and January 2016, and as the Manager of Human Resources for Air Canada (TSX: AC) between March 1996 and December 2011.

### *Peter Green*

Peter Green is a former senior executive with Telus Corporation with more than 25 years of experience in the technology and retail industries. Mr. Green previously served as SVP and President of TELUS Business Solutions from 2013 to 2017, as President of TELUS National Small and Medium Business Customer Solutions from 2010 to 2013, and as Managing Director of TELUS Business Solutions from 2007 to 2010. Prior to that, Mr. Green served as the Managing Director of Business Solutions at Carphone Warehouse in London, England from 2005 to 2007. Mr. Green has also held a variety of senior roles with the Caudwell Group, a market leader in the mobile phone retail industry, in Stoke-on-Trent, England from 2002 to 2004, and with Cable & Wireless, an international technology solutions company, in London, England from 1989 to



2002. Mr. Green holds a business studies degree from Nelson and Colne College in Nelson, England and has successfully completed numerous development programs including the INSEAD Leadership Development Programme, the Racial Management Development Programme and the Mercury Change Management Programme.

#### *Jeffrey Hyman*

Jeffrey brings a high level of capital markets knowledge, with over 20 years of experience in Wall Street investment banking and financial advisory. As a Managing Director, he ran practice groups at bulge bracket firms, and also served on the Technology Committee at J.P. Morgan Chase's Investment Bank. At Guggenheim Partners, Jeffrey was Global Co-Head of Municipal, Project and Infrastructure Finance. He also brings experience leading large-scale development and redevelopment projects in the US. With previous projects in industries such as hospitality and entertainment, casino and gaming, destination and resort, and public infrastructure projects—Jeffrey's portfolio aligns well with Loop's target clients and industries.

#### *Michael Devine*

Mr. Devine has over 25 years of Executive and Board experience in the technology industry. He is currently the Founder and CEO of Jet Digital Inc., the developer of JetStream, an accelerated file transfer software solution that moves big data quickly and securely serving a variety of industries including Media and Entertainment, Professional Sports, Healthcare, and Education. Mr. Devine spent ten years on the executive team with Squirrel Systems, a global hospitality technology innovator. After graduating from the University of Victoria, Mr. Devine's career led to strategic leadership roles at companies in the Telecommunication, Industrial IoT and Fintech industries. Prior to its eventual sale, he was also Co-Founder and President of Lochinvar Software, a loyalty, e-gifting, and customer relationship management company.

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

#### *Cease Trade Orders*

No proposed director of the Company, is, or within the 10 years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to a cease trade order, an order similar to a cease trade order, or 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 that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order, or 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 that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

#### *Bankruptcies*

To the best of management's knowledge, no proposed director of the Company has, within 10 years before the date of this Information Circular, been a director or an 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, 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.

To the best of management's knowledge, no proposed director of the Company has, within the ten (10) years before the date of this Information 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.

#### *Penalties and Sanctions*

To the best of management's knowledge, no proposed director of the Company 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 securityholder in deciding whether to vote for a proposed director.

## General

For the purpose of this Information Circular:

**“Compensation securities”** includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

**“CEO”** of the Company means each individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

**“CFO”** of the Company means each individual who acted as chief financial officer of the Company or acted in a similar capacity for any part of the most recently completed financial year; and

**“Named Executive Officer”** or **“NEO”** means each of the following individuals:

- (a) each individual who served as chief executive officer (**“CEO”**) of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,
- (b) each individual who served as chief financial officer (**“CFO”**) of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,
- (c) the most highly compensated executive officer of the Company or any of its subsidiaries (if any) other than individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year, and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year.

As at June 30, 2022, the Company had four NEOs, namely Rob Anson, the Company’s current CEO, Gavin Lee, the Company’s current Chief Operating Officer (**“COO”**), Annie Chan, the Company’s CFO, and Tamer Shafik, the Company’s former Chief Technology Officer (**“CTO”**).

## Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets out details of all payments, grants, awards, gifts and benefits paid or awarded to each director and NEO during the fiscal years ended June 30, 2022 and June 30, 2021 respectively:

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fees, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees <sup>(1)</sup> (\$)	Value of perquisites <sup>(2)</sup> (\$)	Value of all other compensation (\$)	Total compensation (\$)
Rob Anson <i>CEO, President and Director</i>	2022	250,000	Nil	Nil	Nil	Nil	250,000
	2021	256,511	Nil	Nil	Nil	Nil	256,511
Peter Green <i>Director</i>	2022	120,000	Nil	Nil	Nil	Nil	120,000
	2021	Nil	Nil	Nil	Nil	80,000 <sup>(6)</sup>	80,000
Michael Devine <sup>(3)</sup> <i>Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Jeffrey Hyman <i>Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Debra Williams <sup>(4)</sup> <i>Former Director</i>	2022	40,000	Nil	Nil	Nil	Nil	40,000
	2021	Nil	Nil	Nil	Nil	80,000 <sup>(6)</sup>	80,000
Gavin Lee <i>COO</i>	2022	198,600	Nil	Nil	Nil	nil	198,600
	2021	204,381	Nil	Nil	Nil	Nil	204,381
Annie Chan <sup>(5)</sup> <i>CFO</i>	2022	50,000	Nil	Nil	Nil	Nil	50,000
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Mark Lotz <sup>(6)</sup> <i>Former CFO</i>	2022	152,008	Nil	Nil	Nil	Nil	152,008
	2021	31,400	Nil	Nil	Nil	Nil	31,400
Tamer Shafik <sup>(7)</sup> <i>Former CTO</i>	2022	190,000	57,500	Nil	Nil	Nil	247,000
	2021	71,250	Nil	Nil	Nil	Nil	71,250

### Notes:

- (1) There is no meeting fee or committee fee for attendance at directors' meetings or serving on committees.
- (2) "Perquisites" include perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are: (a) \$15,000, if the NEO or director's total salary for the financial year is \$150,000 or less, (b) 10% of the NEO or director's salary for the financial year if the NEO or director's total salary for the financial year is greater than \$150,000 but less than \$500,000, or (c) \$50,000 if the NEO or director's total salary for the financial year is \$500,000 or greater.
- (3) Mr. Devine was appointed as a director of the Company effective April 6, 2022.
- (4) Ms. Williams resigned as a director of the Company effective March 30, 2022.
- (5) Ms. Chan was appointed as CFO of the Company effective April 1, 2022.
- (6) Mr. Lotz resigned as CFO of the Company effective April 1, 2022.
- (7) Mr. Shafik was appointed as the CTO of the Company on February 17, 2021. He resigned as CTO of the Company effective July 29, 2022.

## Stock Options and Other Compensation Securities

The only compensation securities issued by the Company up to June 30, 2022 were stock options. The following table sets out information regarding stock options issued by the Company to NEOs and directors during the fiscal years ended June 30, 2022 and June 30, 2021:

Compensation Securities								Total amount of compensation securities held as at June 30, 2022
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class <sup>(1)</sup>	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date	
Rob Anson CEO, President and Director	Options	250,000 <sup>(3)</sup>	2020-08-17	\$0.19	\$0.245	\$0.405	2025-08-17	2,028,500 options
		500,000 <sup>(3)</sup>	2020-11-30	\$0.90	\$0.90	\$0.405	2025-11-30	
		500,000 <sup>(3)</sup>	2021-12-06	\$1.15	\$1.15	\$0.405	2026-12-06	
Peter Green Director	Options	250,000 <sup>(3)</sup>	2020-08-17	\$0.19	\$0.245	\$0.405	2025-08-17	700,000 options
		350,000 <sup>(4)</sup>	2021-12-06	\$1.15	\$1.15	\$0.405	2026-12-06	
Michael Devine Director	Options	62,500 <sup>(6)</sup>	2022-04-06	\$0.84	\$0.81	\$0.405	2027-04-06	162,500 options
		100,000 <sup>(3)</sup>	2022-06-06	\$0.37	\$0.415	\$0.405	2027-06-06	
Jeffrey Hyman Director	Options	250,000 <sup>(3)</sup>	2020-08-17	\$0.19	\$0.245	\$0.405	2025-08-17	600,000 options
		350,000 <sup>(4)</sup>	2021-12-06	\$1.15	\$1.15	\$0.405	2026-12-06	
Debra Williams Former Director	Options	250,000 <sup>(2)(3)</sup>	2020-08-17	\$0.19	\$0.245	\$0.405	2025-08-17	Nil
		10,000 <sup>(2)(3)</sup>	2021-03-18	\$1.40	\$1.40	\$0.405	2026-03-18	
		250,000 <sup>(4)</sup>	2021-12-06	\$1.15	\$1.15	\$0.405	2026-12-06	
Gavin Lee Chief Operating Officer	Options	500,000 <sup>(3)</sup>	2020-11-30	\$0.90	\$0.90	\$0.405	2025-11-30	1,700,000 options
		500,000 <sup>(3)</sup>	2021-12-06	\$1.15	\$1.15	\$0.405	2026-12-06	
Annie Chan CFO	Options	500,000 <sup>(5)</sup>	2022-04-06	\$0.84	\$0.81	\$0.405	2027-04-06	500,000 options
Mark Lotz Former CFO	Options	50,000 <sup>(3)</sup>	2021-09-08	\$1.99	\$2.28	\$0.405	2026-09-08	Nil
Tamer Shafik Former CTO	Options	250,000 <sup>(7)</sup>	2021-02-15	\$1.57	\$1.47	\$0.405	2026-02-15	Nil
		75,000 <sup>(3)</sup>	2021-09-08	\$1.99	\$2.28	\$0.405	2026-08-08	
		50,000 <sup>(3)</sup>	2021-12-06	\$1.15	\$1.15	\$0.405	2026-12-06	

**Notes:**

- (1) The numbers indicated represent the number of options and the same number of Shares underlying the related options. There were 13,535,500 options outstanding under the Plan at June 30, 2022. There were 147,820,054 Shares issued and outstanding at June 30, 2022 and 129,807,263 Shares issued and outstanding at June 30, 2021. Aggregate options granted to each optionee in each of the years ended June 30, 2021 and June 30, 2022 represent less than 1% of the Company's issued and outstanding Shares at each respective year end.
- (2) These options were issued to a company, SeaBlue Inc., controlled by Debra Williams. Ms. Williams ceased to be a director of the Company effective March 30, 2022.
- (3) This grant vested immediately.
- (4) These options vested 50% immediately and 25% every 3 months.
- (5) These options vest 25% every 6 months.
- (6) These options vest 100% 3 months after issuance.
- (7) These options vest 25% every 3 months.

No compensation security has been re-priced, cancelled and replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year. There are no restrictions or conditions for converting, exercising or exchanging the compensation securities disclosed in the above table.

Exercise of Compensation Securities by Directors and NEOs							
Name and Position	Type of Compensation Security	Number of underlying securities Exercised	Exercise price per security (\$)	Date of Exercise	Closing price per security on date of exercise	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Rob Anson CEO, President and Director	Options	100,000	\$0.25	2021-09-14	\$2.38	\$2.13	\$213,000
	Options	100,000	\$0.90	2021-09-14	\$2.38	\$1.48	\$148,000
	Options	100,000	\$0.90	2021-09-20	\$3.45	\$2.55	\$255,000
Gavin Lee COO	Options	100,000	\$0.90	2021-09-20	\$3.45	\$2.55	\$255,000

## Stock Option Plans and Other Incentive Plans

### 20% Fixed Stock Option Plan

The Company's has a stock option plan (the "Plan"), which was approved by the Board on October 19, 2021 and by Shareholders on December 17, 2021. The Plan is a "fixed" stock option plan, whereby the aggregate number of Shares reserved for issuance, together with any other Shares reserved for issuance under any other plan, including the Long-Term Incentive Plan, or agreement of the Company, shall not exceed twenty percent (20%) of the total number of issued Shares (calculated on a non-diluted basis) at the time the Plan is approved by the Shareholders. The last time the Plan was approved by Shareholders was on December 17, 2021 and the maximum number of Shares that may be issued under the Plan currently totals 28,711,462 Shares<sup>1</sup>. The Plan provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and other personnel of the Company and its subsidiaries or affiliates, options to purchase Shares of the Company. As at the Record Date, there were 13,861,000 options outstanding under the Plan. There are no changes or amendments to the Plan proposed at this time. A copy of the Plan is available for review on the Company's profile at [www.sedar.com](http://www.sedar.com).

### Long-Term Incentive Plan

The Board adopted the Company's Long-Term Incentive Plan (the "LTIP") on August 24, 2021 and such plan was approved by disinterested Shareholders on December 17, 2021. The LTIP provides for the issuance of "restricted share units", "performance share units" and "deferred share units" (together, the "Awards"). There are no Awards outstanding under the LTIP. There are no changes or amendments to the LTIP proposed at this time.

## Employment, consulting and management agreements

### External Management Companies

Management of the Company is substantially performed by employees of the Company, except for Lotz CPA Inc., which provided a CFO to the Company for a monthly fee, plus applicable taxes until April 1, 2022.

### Material Terms of Agreements

During the year ended June 30, 2022, there were agreements with the Company and these NEOs and Directors as follows:

#### *Rob Anson - CEO*

Under the terms of the employment agreement dated February 12, 2018 as amended November 1, 2018, between the Company and Rob Anson, Mr. Anson agrees to act as President and CEO in exchange for an annual salary of \$250,000 payable in monthly instalments, as well as a discretionary performance bonus if awarded by the Board. The contract also provides for a car allowance of \$6,000 per year, payable monthly. In the event of a termination of this agreement by the Company without cause, or in the event of a change of control, or in the event of a disability (each as defined in the agreement) which leads to the termination of the agreement, Mr. Anson is owed twelve months of salary, plus the average of the two highest value aggregate annual performance bonuses paid in shares or cash to the employee during the most recent five completed fiscal years. Mr. Anson may terminate the agreement by providing 4 weeks' notice to the Company.

<sup>1</sup> This figure represents 20% of the issued and outstanding Shares in the Company as approved by Shareholders on December 17, 2021.

The employee will be reimbursed for any unreimbursed expenses, and accrued vacation incurred through to the date of death or termination due to disability or other termination other than for cause.

*Gavin Lee - COO*

Under the terms of the employment agreement dated February 1, 2018 as amended November 1, 2018, between the Company and Gavin Lee, Mr. Lee agrees to act as Chief Operating Officer of the Company in exchange for an annual salary of \$195,000 payable in monthly installments, as well as a car allowance of \$6,000 annually, also payable in monthly installments, and is eligible for a discretionary bonus if awarded by the Board. Mr. Lee may terminate the agreement upon four weeks' notice to the Company. In the event of a termination of this agreement by the Company without cause, or in the event of a change of control, or in the event of a disability (each as defined in the agreement) which leads to the termination of the agreement, Mr. Lee is owed twelve months of salary, plus the average of the two highest value aggregate annual performance bonuses paid in shares or cash to the employee during the most recent five completed fiscal years.

*Annie Chan - CFO*

Under the terms of an employment agreement dated March 21, 2022, between the Company and Annie Chan, Ms. Chan agrees to act as the Company's Chief Financial Officer in exchange for an annual salary of \$200,000, payable in monthly installments, and is eligible for a discretionary bonus if awarded by the Board. Ms. Chan may terminate the agreement upon four weeks' notice to the Company.

*PSG Associates Holdings Inc. (Peter Green) - Director*

Under the terms of a consulting agreement dated November 6, 2020 between the Company and PSG Associates Holdings Inc., a company controlled by Peter Green, a director of the Company, PSG is entitled to a monthly fee of \$10,000 plus applicable taxes in exchange for certain consulting services. The original agreement expired on November 6, 2021, and the Company continues to work with Mr. Green on a month-by-month basis. Either party may terminate the existing relationship with 15 days' written notice to the other party.

*Mark Lotz – Former CFO*

Under the terms of the consulting agreement dated December 11, 2020 between Lotz CPA Inc. and the Company, Lotz CPA Inc. provided the services of a CFO, Mark Lotz, in exchange for fees of \$3,000 plus applicable taxes per month, and additional fees of either a) \$600 during interim filing months or b) \$1000 for the annual filing month, as well as reimbursement of approved expenses. Mr. Lotz resigned as CFO effective April 1, 2022, the consulting agreement was terminated, and no further fees were paid or are owed to Lotz CPA Inc. or Mr. Lotz personally.

*Tamer Shafik – Former CTO*

Under the terms of an employment agreement dated January 21, 2021, between the Company and Tamer Shafik, Mr. Shafik agreed to act as the Company's Chief Technology Officer in exchange for an annual salary of \$190,000 payable in monthly installments and was eligible for a discretionary bonus if awarded by the Board. Mr. Shafik resigned from his position of Chief Technology Officer effective July 29, 2022. The agreement was terminated, and no further obligations or fees are owed to Mr. Shafik.

*SeaBlue Inc. (Debra Williams) – Former Director*

Under the terms of the consulting agreement dated November 1, 2020 between the Company and SeaBlue Inc., a company controlled by Debra Williams, a former director of the Company, SeaBlue Inc. was entitled to a monthly fee of \$10,000 plus applicable taxes in exchange for certain consulting services. SeaBlue Inc. was also entitled to certain stock options, upon approval by the Board, after determination that milestones referred to in the agreement were achieved. The agreement terminated automatically on November 1, 2021 and was not renewed. Ms. Williams ceased to be a director of the Company effective March 30, 2022.

Other than as set out above, there are no compensatory plans or arrangements, with respect to any Named Executive Officer, resulting from the resignation, retirement or any other termination of employment of the officer or from a change in control of the Company or a change of any Named Executive Officer's responsibilities following a Change of Control.

The only significant conditions of the various agreements that apply to the receipt of payments or benefits is the enduring confidentiality clause regarding confidential information, and the non-competition clause which extends for twelve months from termination, each as defined in each respective agreement. The provision for breach of the applicable clauses is subject to the laws of British Columbia and the laws of Canada applicable therein. There are no other significant factors.

### **Oversight and Description of Director and NEO Compensation**

The Board has not created or appointed a compensation committee given the Company's current size and stage of development. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's NEOs and directors are performed by the Board. The compensation of the NEOs, directors and employees and consultants of the Company is reviewed, recommended and approved by the Board without reference to any specific formula or criteria. NEOs that are also directors of the Company are involved in discussion relating to compensation and disclose their interest in and abstain from voting on compensation decision relating to them, as applicable, in accordance with applicable corporate legislation.

The overall objective of the Company's compensation strategy is to offer short, medium and long-term compensation components to ensure that the Company has in place programs to attract, retain and develop management of the highest caliber and has in place a process to provide for the orderly succession of management, including receipt on an annual basis of any recommendations of the chief executive officer, if any, in this regard. The Company currently has a short-term compensation component in place, which includes the accrual and/or payment of salaries and/or management fees to NEOs, and a long-term compensation component in place, which may include the grant of stock options, or other grants under the new long term incentive plan. The Board may consider, on an annual basis, an award of bonuses to key executives and senior management. The amount and award of such bonuses is expected to be discretionary, depending on, among other factors, the financial performance of the Company and the efforts and position of the executive or senior manager. No significant events have affected the compensation of directors or NEOs in the most recently completed financial year, and no compensation policies were amended. No peer group is reviewed when determining executive or director compensation.

The Company relies on Board discussion without a formal agenda for objectives, criteria and analysis, when determining executive compensation. There are currently no formal performance goals or similar conditions that must be satisfied in connection with the payment of executive compensation.

### **Pension Plan Benefits**

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

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets forth details with respect to the options granted and outstanding under the Plan as at June 30, 2022, being the last day of the Company's most recently completed financial year:

Equity Compensation Plan Information			
Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights <sup>(1)</sup> (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) <sup>(2)</sup> (c)
Equity compensation plans approved by security holders	13,535,500 stock options	\$0.74	15,175,962
Equity compensation plans not approved by security holders	N/A	N/A	N/A
<b>Total</b>	13,535,500 Stock Options	\$0.74	15,175,962

Notes:

- (1) The Company had no options, warrants or other rights outstanding under any equity compensation plans other than the Plan as at June 30, 2022.
- (2) Total Shares available for issuance under the Company's Plan and LTIP totals 28,711,462 Shares as approved by Shareholders on December 17, 2021.

### APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to pass an ordinary resolution to appoint Manning Elliott LLP, Chartered Professional Accountants, as auditors of the Company, and to authorize the directors of the Company to fix the remuneration to be paid to the auditors. Manning Elliott LLP Chartered Professional Accountants was first appointed auditor of the Company on February 13, 2019. An ordinary resolution needs to be passed by a simple majority of the votes cast by the Shareholders present in person or represented by proxy and entitled to vote at the Meeting.

**Management recommends that Shareholders vote FOR the appointment of Manning Elliott LLP, as the Company's auditors for the Company and the authorization of the directors of the Company to fix the remuneration to be paid to the auditors.**

### AUDIT COMMITTEE DISCLOSURE

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

#### The Audit Committee Charter

The text of the audit committee charter (the "Audit Committee Charter") is attached as Schedule "A" to this Information Circular.

#### Composition of the Audit Committee

The Company's Audit Committee is currently composed of three directors, consisting of Peter Green, Jeffrey Hyman and Rob Anson. Mr. Green and Mr. Hyman are "independent" as defined in NI 52-110. The Company is exempt from the Audit Committee composition requirements in NI 52-110 which require all Audit Committee members to be independent. All of the Audit Committee members are "financially literate", as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

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



## Relevant Education and Experience

Please see “Biographies of Proposed Directors” above for the biographies and relevant education and experience for the audit committee members.

## Audit Committee Oversight

Since the commencement of the Company’s most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

## Reliance on Certain Exemptions

Since the commencement of the Company’s most recently completed financial year, the Company has not relied on the exemptions in Sections 2.4, 6.1.1(4), 6.1.1(5) or 6.1.1(6) or Part 8 of NI 52-110. Section 2.4 (*De Minimis Non-audit Services*) provides an exemption from the requirement that the Audit Committee must pre-approve all non- audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the financial year in which the non-audit services were provided. Sections 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), 6.1.1.(5) (*Events Outside Control of Member*) and 6.1.1.(6) (*Death, Incapacity or Resignation*) provide exemptions from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company. Part 8 (*Exemptions*) permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110 in whole or in part.

## Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by, as applicable, the Board and the Audit Committee, on a case-by-case basis.

## External Auditor Service Fees

In the following table, “audit fees” are fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Company’s external auditor during the fiscal years ended June 30, 2022 and June 30, 2021 respectively, by category, are as follows:

Financial Year Ended	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
June 30, 2022	\$94,500 <sup>(1)</sup>	\$7,875	\$Nil	\$102,375
June 30, 2021	\$92,925	\$8,925	\$Nil	\$101,850

(1) This is based on amount billed to the Company as at October 31, 2022 and excludes final work in progress.

## Venture Issuers Exemption

The Company is relying on the exemption provided by Section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer, proposed nominee for election to the Board, or associate of any such person is, or at any time since the beginning of the Company’s most recently completed financial year has been, indebted to the

Company or any of its subsidiaries.

No indebtedness of a current or former director, executive officer, proposed nominee for election to the Board, or associate of any such person is, or at any time since the beginning of the Company's most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as otherwise disclosed herein, no: (a) director, proposed director or executive officer of the Company; (b) person who beneficially owns, directly or indirectly, Shares, or who exercises control or direction of Shares, or a combination of both, carrying more than 10% of the voting rights attached to the Shares outstanding (an "**Insider**"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders of the Company, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of Shares where such person will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of Shares.

### **MANAGEMENT CONTRACTS**

Except as otherwise described in the Executive Compensation section, there were no management functions of the Company which were, to any substantial degree, performed by a person other than the directors or executive officers of the Company.

### **CORPORATE GOVERNANCE**

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company is required to disclose its corporate governance practices as follows:

#### **Board of Directors**

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

The Board currently consists of **four** directors, being Rob Anson, Peter Green, Michael Devine and Jeffrey Hyman. Messrs. Green, Hyman and Devine 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 the interests and relationships arising from being securityholders of the Company. Mr. Anson is the CEO and President of the Company; therefore, he is not independent.

#### **Directorships**

In addition to their role with Fobi the following directors hold directorships with other publicly-traded issuers:

- Peter Green serves as a director of Turnium Technology Group Inc. (TSXV:TTGI).

#### **Orientation and Continuing Education**

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education.

#### **Ethical Business Conduct**

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

#### **Nomination of Directors**

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the

Board new director nominees for the next annual meeting of Shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, show support for the Company's mission and strategic objectives, and a willingness to serve.

### **Compensation**

The Board has not created or appointed a compensation committee given the Company's current size and stage of development. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Company's employees and consultants is reviewed, recommended and approved by the Board without reference to any specific formula or criteria.

### **Other Board Committees**

The Board has no committees other than the Audit Committee.

### **Assessments**

The Board monitors the adequacy of information given to directors, communications between the Board and management, and the strategic direction and processes of the Board and the Audit Committee.

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

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, no proposed nominee for election as a director of the Company, nor any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of Shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Financial information is provided in the Company's audited financial statements and Management's Discussion and Analysis (the "**MD&A**"), which are available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may also contact the Company at its office by mail at Unit 200 - 541 Howe Street, Vancouver, British Columbia V6C 2C2, to request copies of the Company's financial statements and related MD&A.

## **OTHER MATTERS**

Other than the above, management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice. However, if any other matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the Designated Persons to vote on such matters in accordance with their best judgment.

## **APPROVAL OF THE BOARD OF DIRECTORS**

The contents of this Information Circular have been approved, and the delivery of it to each Shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized, by the Board.

Dated at Vancouver, British Columbia as of October 31, 2022.

### **ON BEHALF OF THE BOARD**

#### **FOBI AI INC.**

"Rob Anson"  
Rob Anson  
Chief Executive Officer and Director

**SCHEDULE "A"**

**AUDIT COMMITTEE CHARTER**

*(see attached.)*

---

## Audit Committee Charter

This charter governs the operations of the Audit Committee (the “Committee”) of Fobi AI Inc. (the “Company”). The purpose, composition, responsibilities, and authority of the Committee are set out in this Charter.

This Charter and the Articles of the Company and such other procedures, not inconsistent therewith, as the Committee may adopt from time to time, shall govern the meetings and procedures of the Committee.

### 1. Purpose

The Committee shall provide assistance to the Board of Directors of the Company (the “Board”) in fulfilling their oversight responsibility to the shareholders, potential shareholders, the investment community, and others relating to:

- (a) the integrity of the Company’s financial statements;
- (b) the financial reporting process;
- (c) the systems of internal accounting and financial controls;
- (d) financial risk management;
- (e) the performance of the Company’s internal audit function (if applicable) and independent auditors;
- (f) the independent auditors’ qualifications and independence;
- (g) the Company’s compliance with ethics policies and legal and regulatory requirements; and
- (h) the system of cyber security controls.

### 2. Composition

The Committee shall be composed of at least three (3) directors of the Company (the “Members”), the majority of whom is “independent” as defined by applicable Canadian and US laws and regulations as well as the rules of relevant stock exchanges.

All Members shall be “financially literate” as defined in National Instrument 52-110 *Audit Committees* or any successor policy, meaning that the director has the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that can reasonably be expected to be raised by the Company’s financial statements

At least one member of the Committee shall be a ‘financial expert’ within the meaning of Applicable Laws. The financial expert should have the following competencies:

- An understanding of financial statements and accounting principles used by the Company to prepare its financial statements;
- The ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
- Experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity comparable to the Company’s financial statements, or experience

actively supervising one or more persons engaged in such activities;

- An understanding of internal controls and procedures for financial reporting; and
- An understanding of audit committee functions.

Members shall be appointed by the Board and shall serve until they resign, cease to be a director, or are removed or replaced by the Board.

### 3. Authority

The Committee is authorized to carry out its responsibilities as set out in this Charter, and to make recommendations to the Board arising therefrom.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and the authority to engage, and to set and pay the compensation of, independent accountants, legal counsel and other advisers as it determines necessary to carry out its duties.

The Committee may also communicate directly with the auditors, legal and other advisors, management and employees of the Company to carry out its responsibilities and duties set out in this Charter.

The Company shall pay directly or reimburse the Committee for the expenses incurred by the Committee in carrying out its responsibilities.

### 4. Responsibilities

The primary responsibility of the Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of their activities to the Board. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with IFRS or generally accepted accounting principles. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company. The independent auditors are responsible for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements if requested by the Company.

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee should take appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices, and ethical behaviour. The following shall be the principal direct responsibilities of the Committee:

- (a) Appointment and termination (subject, if applicable, to shareholder ratification), compensation, and oversight of the work of the independent auditors, including mediation of disagreements between management and the independent auditors regarding financial reporting. The Committee shall arrange for the independent auditors to report directly to the Committee regarding the Q4 audited financial statements.
- (b) Pre-approve all audit and non-audit services provided by the independent auditors and not engage the independent auditors to perform the specific non-audit services prohibited by law or regulation. The Committee may delegate pre-approval authority to a member of the Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.
- (c) At least annually, obtain and review a report by the independent auditors describing:

- (i) The Company's internal control procedures, if any.
  - (ii) Any material issues raised by the most recent internal control review of the Company, 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 firm, and any steps taken to deal with any such issues.
  - (iii) All relationships between the independent auditor and the Company (to assess the auditor's independence).
- (d) Establish clear hiring policies for employees, partners, former employees and former partners of the current and former independent auditors of the Company that meet the requirements of applicable securities laws and stock exchange rules.
  - (e) Discuss with the auditors the overall scope and plans for audits of the Company's financial statements, including the adequacy of staffing and compensation. Ensure there is rotation of the audit partner having primary responsibility for the independent audit of the Company at such intervals as may be required by law.
  - (f) Discuss with management and the external auditors the adequacy and effectiveness of the accounting and financial controls, including the Company's policies and procedures to assess, monitor, and manage business risk, and legal and ethical compliance programs, if any.
  - (g) Periodically meet separately with management and the auditors to discuss issues and concerns warranting Committee attention. The Committee shall provide sufficient opportunity for the independent auditors to meet privately with the members of the Committee, which shall at minimum include an *in camera* meeting prior to or during the Q4 audited financial statements meeting. The Committee shall review with the auditor any audit problems or difficulties and management's response.

The processes set forth represent a guide only, and the Committee may supplement them as appropriate.

#### 5. Chair Responsibilities

The Chair of the Committee shall provide leadership to the Committee to enhance the Committee's effectiveness and ensure adherence to this Charter:

- (a) Convene and preside over Committee meetings and ensure they are conducted in an efficient, effective and focused manner that promotes meaningful discussion;
- (b) Assist management with the preparation of an agenda and ensure that meeting materials are prepared and disseminated in a timely manner and is appropriate in terms of relevance, efficient format and detail;
- (c) Adopting procedures to ensure that the Committee can conduct its work effectively and efficiently, including committee structure and composition and management of meetings;
- (d) Ensure that the Committee has sufficient time and information to make informed decisions; and
- (e) Provide leadership to the Committee and management with respect to matters covered by this mandate.

The Committee shall designate one of its Members as chair of the Committee (the "Chair").

The Corporate Secretary of the Company, or the individual designated as fulfilling the function of Secretary of the Company, will be the secretary of all meetings and will maintain minutes of all meetings and

deliberations of the Committee. In the absence of the Corporate Secretary at any meeting, the Committee will appoint another person who may, but need not, be a Member to be the secretary of that meeting.

## 6. Specifically Delegated Duties

For purposes of this Charter, specific accounting, financial and treasury related duties delegated to the Committee by the Company's Board of Directors include:

### *Accounting and Financial*

- (a) Receive regular reports from the independent auditor on the critical policies and practices of the Company, and all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management.
- (b) Where applicable, review management's assessment of the effectiveness of internal controls as of the end of the most recent fiscal year and the independent auditor's report on management's assertions.
- (c) Review and discuss annual and interim earnings press releases, if any, before the Company publicly discloses this information, ensuring that the review by the Committee is noted in the press release.
- (d) Review and approve the interim quarterly unaudited financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations with management and, where applicable, the independent auditors prior to the filing on SEDAR or their inclusion in any filing with regulatory authorities. Also, the Committee shall discuss the results of the quarterly review, if any, and any other matters required to be communicated to the Committee by the independent auditors under IFRS or generally accepted auditing standards.
- (e) Review with management and the independent auditors the financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's disclosure to shareholders and any other filing with regulatory authorities, including their judgment about the quality, not just the acceptability of accounting principles, the reasonableness of significant estimates and judgments, and the clarity of the disclosures and notes in the financial statements.
- (f) The Committee shall discuss any matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards and shall specifically review with the independent auditors, upon completion of their audit:
  - (i) the contents of their report;
  - (ii) the scope and quality of the audit work performed;
  - (iii) the adequacy of the Company's financial and auditing personnel;
  - (iv) co-operation received from the Company's personnel during the audit;
  - (v) significant transactions outside of the normal course of business of the Company; and
  - (vi) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems.
- (g) Establish procedures for the review in advance by the Committee of the public disclosure of financial information extracted from the financial statements of the Company.



- (h) Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, including developing a whistleblower process for anonymous reporting by any employee or consultant to the Chair of the Committee.

#### *Treasury Related*

- (a) Monitor and review risk management strategies as they pertain to the Company's general insurance programs, and foreign exchange and commodity hedging programs, and make recommendations to the Board with respect to such strategies.

Approve investment policies and make recommendations to the Board.

Perform such other duties in respect of financial matters as, in the opinion of the Board, should be performed by the Committee.

#### 7. Meetings and Proceedings

The Committee shall meet as frequently as required, but not less than four times each year. Any Member or the independent auditors of the Company may call a meeting of the Committee.

The agenda of each meeting of the Committee will include input from the independent auditors, directors, officers and employees of the Company as appropriate. Meetings may include presentations by management, or professional advisors and consultants when appropriate, and will allow sufficient time to permit a full and open discussion of agenda items.

Forty-eight (48) hours advance notice of each meeting will be given to each Member verbally, by telephone or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by conference call. Any Member may call a meeting of the Committee.

The independent auditors of the Company are entitled to attend and be heard at meetings of the Committee where there is approval of the financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's disclosure to shareholders and any other filing with regulatory authorities. For certainty, the independent auditors of the Company may still be requested by the Committee to attend other meetings of the Committee, from time to time.

The quorum for each meeting of the Committee is a majority of the Members. The Chair of the Committee shall chair each meeting. In the absence of the Chair, the other Members may appoint one of their number as chair of a meeting. The chair of a meeting shall not have a second or deciding vote.

The Chair of the Committee or their delegate shall report to the Board following each meeting of the Committee regarding decisions made by the Committee, as well as recommendations to the Board.

The Secretary or their delegate shall keep minutes of all meetings of the Committee, including all resolutions passed by the Committee. Minutes of meetings shall be distributed to the Members and the other directors of the Company after preliminary approval thereof by the Chair of the Committee.

The Committee shall meet regularly without management present to facilitate full communication.

## 8. Self-Assessment

The Committee and the Board shall annually assess the effectiveness of the Committee with a view to ensuring that the performance of the Committee accords with best practices.

The Committee shall review and reassess this Committee Charter annually and recommend and obtain the approval of the Company's Board for any suggested changes.