

QUANTUM NUMBERS CORP

TSX-V QNC

August 23, 2018

Dear Shareholder,

It is our pleasure to invite you to attend the annual meeting of shareholders (the “**Meeting**”) of Quantum Numbers Corp. (the “**Corporation**”), which will be held this year on **Thursday, September 27, 2018, at 10:00 a.m. (Montréal time) at the offices of Lavery, de Billy, L.L.P., 1 Place Ville Marie, Suite 4000, Montréal, Québec, H3B 4M4**. The notice of Meeting and related material are enclosed.

Your vote is important and we encourage all shareholders to exercise their right. If you are unable to attend the Meeting, please complete, date, and return the accompanying Proxy Form in the envelope provided. Even if you plan to attend the Meeting, you can conveniently express your views in advance by returning a completed Proxy Form.

We look forward to seeing you at the Meeting and thank you for your continued support.

Yours very truly,

(s) Jean-Charles Phaneuf

President and CEO

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

AND

MANAGEMENT PROXY CIRCULAR

QUANTUM NUMBERS CORP

This Notice of Meeting and Management Proxy Circular is provided in connection with the solicitation by the management of Quantum Numbers Corp. of proxies to be voted at the Annual Meeting of the shareholders of the Corporation to be held on September 27, 2018, at 10:00 a.m. (Montréal time) at the offices of Lavery, de Billy, L.L.P., 1 Place Ville Marie, Suite 4000, Montréal, Québec, H3B 4M4.

Dated August 23, 2018

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual meeting (the “**Meeting**”) of the holders of common shares (the “**Common Shares**”) of Quantum Numbers Corp. (the “**Corporation**”) will be held on September 27, 2018, at 10:00 a.m. (Montréal time) at the offices of Lavery, de Billy, L.L.P., 1, Place Ville Marie, Suite 4000, Montréal, Québec, H3B 4M4, for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2017, and the auditors’ report thereon;
2. to set the number of directors to be elected;
3. to elect the directors;
4. to appoint the independent auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration; and
5. to transact such other business as may properly be brought before the Meeting or at any adjournment thereof.

The management proxy circular (the “**Circular**”) and a proxy form (the “**Proxy Form**”) accompany this notice of Meeting.

Shareholders may exercise their rights by attending the Meeting or by completing a Proxy Form. Should you be unable to attend the Meeting, kindly complete and sign the enclosed Proxy Form and return same as soon as possible in the envelope provided herein. Your Common Shares will be voted in accordance with your instructions as indicated on the Proxy Form. Please note that the Proxy Form will not be valid unless it is received at the offices of Computershare Investor Services Inc. (“**Computershare**”), 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, no later than 5:00 p.m. (Eastern Time) on September 25, 2018, or 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned. A person appointed as proxy need not be a shareholder of the Corporation.

Notice is also hereby given that the board of directors of the Corporation has fixed the record date for the Meeting at the close of business on August 23, 2018 (the “**Record Date**”). Only holders of Common Shares as of the Record Date are entitled to receive notice of the Meeting. Shareholders will be entitled to vote their Common Shares at the Meeting.

SIGNED in Brossard, Québec, on August 23, 2018

BY ORDER OF THE BOARD OF DIRECTORS

Per: (s) Jean-Charles Phaneuf

President and CEO

ANNUAL MEETING OF SHAREHOLDERS
to be held on September 27, 2018

MANAGEMENT PROXY CIRCULAR

Solicitation of Proxies

This management proxy circular (the “Circular”) is furnished in connection with the solicitation by the management of Quantum Numbers Corp. (the “Corporation”) of proxies to be used at the annual meeting (the “Meeting”) of the holders (the “Shareholders”) of common shares of the Corporation (the “Common Shares”) to be held at the time and place and for the purposes set forth in the accompanying notice of meeting (“Notice of Meeting”) and in this Circular. Solicitation of proxies will be primarily by mail, but may also be by telephone or oral communication by the directors of the Corporation (the “Directors”) and officers of the Corporation, at no additional cost. The cost of the solicitation of proxies will be borne by the Corporation.

The Corporation may also reimburse brokers and other persons holding shares in their own name or in the names of their nominees for their expenses in sending proxies and proxy materials to the beneficial owners, and obtaining their proxies, but solicitations will not be made by employees engaged for that purpose or by soliciting agents.

Appointment and Revocation of Proxies

An instrument appointing a proxy shall be in writing and shall be executed by the Shareholder or his attorney duly authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney thereof.

The persons named in the form of proxy accompanying the Notice of Meeting (the “Proxy Form”) are officers of the Corporation and/or Directors. **A Shareholder submitting a Proxy Form shall have the right to appoint a person, other than the person or persons designated in the Proxy Form furnished by the Corporation, to represent the Shareholder at the Meeting. To exercise this right, the Shareholder must either insert the name of the desired representative in the blank space provided in the Proxy Form and by striking out the names printed on the form or submit another proxy.** A Proxy Form will not be valid unless it is received at the offices of Computershare Investor Services Inc. (“Computershare”), 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, no later than 5:00 p.m. (Eastern Time) on September 25, 2018, or 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned.

A person giving a proxy has the power to revoke it. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing or, if the Shareholder is a corporation, by an officer or attorney duly authorized, and delivered to the offices of Computershare, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which such Proxy Form is to be

used, or to the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof, and upon either of such deliveries the Proxy Form shall be revoked.

Validity of Proxy Form

The by-laws of the Corporation provide that a proxy or an instrument appointing a duly authorized representative of the Corporation shall be in writing, under the hand of the appointee or his attorney duly authorized in writing, or, if such appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorized for that purpose.

Voting by Proxy

Shares represented by a proxy are to be voted or withheld from voting on any ballot by the proxy named in the enclosed Proxy Form in accordance with the instructions of the Shareholders. If no instructions are indicated, these shares will be voted IN FAVOUR of the matters referred to in the accompanying Notice of Meeting. The enclosed Proxy Form confers discretionary authority on the persons named therein with respect to matters not specifically mentioned in the Notice of Meeting and which may properly come before the Meeting.

As at the date of this Circular, management of the Corporation knows of no amendments, variations or other matters to come before the Meeting, other than those matters referred to in the Notice of Meeting.

Beneficial Shareholders

Only registered holders of Common Shares of the Corporation, or the persons they appoint as their proxies, are permitted to vote at the Meeting. However, in many cases, Common Shares of the Corporation beneficially owned by a holder (a “**Beneficial Shareholder**”) are registered either:

- (A) in the name of an intermediary (an “**Intermediary**”) that the Beneficial Shareholder deals with in respect of the shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered retirement savings plans, registered retirement income funds and registered educational savings plans and similar plans; or
- (B) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant.

In accordance with the requirements of *Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Corporation has distributed copies of the Notice of Meeting, this Circular, the Proxy Form and the Corporation’s audited consolidated financial statements for the fiscal year ended December 31, 2017 (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Beneficial Shareholders.

Intermediaries are required to forward Meeting Materials to Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Beneficial Shareholders. Generally, Beneficial Shareholders who have not waived the right to receive Meeting Materials will either:

- (A) be given a proxy which has already been signed by the Intermediary (typically by facsimile, stamped signature) which is restricted as to the number of shares beneficially owned by the Beneficial Shareholder but which is otherwise uncompleted. This Proxy Form need not be signed by the Beneficial Shareholder. In this case, the Beneficial Shareholder who wishes to submit a proxy should otherwise properly complete the Proxy Form and deposit it with Computershare as described above; or
- (B) more typically, be given a voting instruction form that must be completed and signed by the Beneficial Shareholder in accordance with the directions on the voting instruction form (which may in some cases permit the completion of the voting form by telephone).

The purpose of these procedures is to permit Beneficial Shareholders to direct the voting of the shares they beneficially own. Should a Beneficial Shareholder who receives either a Proxy Form, a proxy or a voting instruction form wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Beneficial Shareholder), the Beneficial Shareholder should strike out the names of the persons named in the proxy and insert the Beneficial Shareholder (or such other corresponding directions on the form). **In either case, Beneficial Shareholders should carefully follow the instructions of their Intermediaries, including those regarding when and where the proxy or the proxy authorization form is to be delivered, and their service companies.**

Interest of Certain Persons in Matters to be Acted Upon

No Director or executive officer, past or present or any person on behalf of whom this solicitation is made, has any interest, direct or indirect, in any matter to be acted upon at the Meeting, except that such persons may be directly involved in the normal business of the Meeting or the general affairs of the Corporation.

Voting of Common Shares and Principal Holders thereof

As of the date hereof, there are 60,527,838 Common Shares issued and outstanding, each of which entitles its holder thereof to one vote at the Meeting. Only Shareholders registered at the close of business on August 23, 2018 are entitled to receive notice of and to vote at the Meeting.

To the knowledge of the Directors and executive officers of the Corporation, no person beneficially owns, directly or indirectly, or exercise control or direction over voting securities carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation.

MATTERS TO BE ACTED UPON AT MEETING

1. Presentation of Financial Statements

The Corporation's audited consolidated financial statements for the year ended December 31, 2017, and the report of the auditors' thereon will be placed before the Meeting.

2. Election of Directors

At the Meeting, the Shareholders will be asked to set the number of Directors at five and to elect five Directors.

Each of the nominees named hereunder has advised management of the Corporation that he will be willing to serve as a Director if elected. Management of the Corporation does not contemplate that any of the nominees will be unable to serve as a director. Each nominee elected as a Director will hold office until the next annual meeting or until his successor is duly elected, unless he ceases to hold office pursuant to the *Canada Business Corporations Act* (the "CBCA") or his office is vacated earlier pursuant to the by-laws of the Corporation. All nominees are mentioned in the table below.

The management recommends voting FOR the election of all nominees to the Board of Directors of the Corporation (the "**Board of Directors**") listed below.

Unless the Proxy Form states otherwise, or if the right to vote is not exercised for the election of all nominees proposed as Directors by the management of the Corporation, the persons named in the enclosed Proxy Form intend to VOTE FOR the election of all nominees proposed as Directors by the management.

The resolution regarding the election of the Directors must be adopted by a majority of the votes cast by the Shareholders present or represented by proxy and entitled to vote at the Meeting.

The following table states the names and place of residence of the individuals proposed to be nominated for election as Directors. This table also sets out, for each individual, all other positions and offices with the Corporation now held by them, their principal occupation or employment, the periods during which they have served as Directors and the number of Common Shares beneficially owned, directly or indirectly, by each of them, or over which they exercise control or direction, as at the date hereof:

Name and Place of Residence	Director since	Office	Principal Occupation	Number of Common Shares Beneficially Owned or Controlled
Jean-Charles Phaneuf Montréal, Québec	September 2017	President, Chief Executive Officer and Director	President, Chief Executive Officer and Director of the Corporation	0

Name and Place of Residence	Director since	Office	Principal Occupation	Number of Common Shares Beneficially Owned or Controlled
Marc Rousseau (1) Montréal, Québec	September 2017	Director	President of LVR Capital Inc.	0
Pierre Paul Samson Montréal, Québec	September 2017	Director	Global Head of Digital & R&D, Sid Lee, Inc.	0
Pierre C. Miron (1) Ste-Julie, Québec	November 2016	CFO and Director	CFO and Director of the Corporation	1,200,000
Luc Paquet Sherbrooke, Québec	November 2016	Director	President and CEO of TransferTech	0

Notes:

(1) Member of the Audit Committee

Each nominee has provided the information as to the Common Shares he beneficially owns, or over which he exercises control or direction, as at the date of this Circular.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Corporation, no proposed Director is, at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company that, (i) while the proposed Director was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, or (ii) after the proposed Director ceased to act in that capacity but which resulted from an event that occurred while that person was acting in such capacity, was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days.

To the knowledge of the Corporation, no proposed Director is, at the date of this Circular, or has been, within 10 years before the date of this Circular, a director or executive officer of any company 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 knowledge of the Corporation, no proposed Director has, within 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject 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 Directors.

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

3. Appointment of Auditors

On December 13, 2017, Smythe LLP, Chartered Accountants (“Smythe”) resigned on its own initiative as auditors of the Corporation. The audit committee of the Corporation (as defined below) has considered Smythe’s resignation and has recommended that MNP LLP, Chartered Accountants (“MNP”), be appointed to fill in the vacancy in the office of auditors created by the resignation of Smythe.

MNP were initially appointed on February 5, 2018, as independent auditors of the Corporation.

In accordance with Section 4.11 of *Regulation 51-102 respecting Continuous Disclosure Obligations* (“**Regulation 51-102**”), a notice of change of auditors dated February 5, 2018 (the “**Notice of Change**”) has been sent to Smythe and MNP and each of which has provided a letter to the securities regulatory authority where the Corporation is a reporting issuer stating that they agree with the Statement in the Notice of Change of Auditors.

A “reporting package”, as defined in Regulation 51-102, relating to the change of auditors (comprising the Notice of Change of Auditors from the Corporation and letters from Smythe and MNP confirming their agreement with the statements made in the Notice of Change of Auditors) is attached to the Circular as Schedule A.

The management and the Board of Directors recommend voting **FOR** the appointment of MNP as independent auditors of the Corporation to hold office until the next annual meeting.

Unless the Proxy Form states otherwise, or if the right to vote is not exercised for the appointment of the auditors, the persons named in the enclosed Proxy Form intend to VOTE FOR the appointment of MNP as independent auditors of the Corporation and to authorize the Directors to fix their remuneration.

The resolution regarding the appointment of the independent auditors must be adopted by a majority of the votes cast by the Shareholders present or represented by proxy and entitled to vote at the Meeting.

4. Other Business

Management of the Corporation has no knowledge, as at the date hereof, of any business other than that mentioned in the Notice of Meeting, to be presented for action by the Corporation at the Meeting. However, the Proxy Form solicited hereunder confers upon the proxy holder the discretionary right to exercise the powers conferred thereunder upon any other matters and proposals that may properly come before the Meeting, or any adjournment or adjournments thereof.

DIRECTORS AND EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

In particular, the Corporation relies solely on discussions of the Board of Directors without any formal objectives, criteria and analysis. The compensation of the Corporation's Named Executive Officers (as described below) has been established with a view to attracting and retaining executives critical to the Corporation's short and long-term success and to continuing to provide executives with compensation that is in accordance with existing market standards generally and competitive within the mining industry, in particular.

Compensation of the Corporation's Named Executive Officers is comprised of base salaries, annual performance incentives and stock options, as more particularly described below.

Compensation and Risk Management

Option-based Awards

The purpose of granting stock options is to assist the Corporation in compensating, attracting, retaining and motivating its executive officers and to closely align the personal interests of such persons to that of the Shareholders. For this reason, the Corporation has adopted a stock option plan (the "Stock Option Plan") in September 6, 2017.

Pursuant to the Stock Option Plan, options may be granted to Directors, officers, employees and consultants to the Corporation. A maximum of 5,365,083 Common Shares are reserved for issuance, representing less than 10% of the total number of Common Shares issued and outstanding.

The number of options to be granted, the exercise price and the vesting provisions of the options are established by the Board of Directors. The options are non-assignable and not transferable and they may be exercised during a period not exceeding 10 years.

Compensation Governance

The Corporation does not have a compensation committee. The Board of Directors has not adopted any specific policies or practices to determine the compensation for the Directors and executive officers of the Corporation other than as disclosed above.

The Corporation has not adopted a policy and has not restricted Named Executive Officers (as hereinafter defined) or Directors from purchasing financial instruments such as prepaid variable forward contracts, equity swaps, collars or units of exchange funds, any of which are designed to hedge their equity-based compensation awards or the value of the securities they hold. To the knowledge of the Corporation, none of the Named Executive Officers or Directors purchased such financial instruments during the financial year ended December 31, 2017.

Director and Named Executive Officer Compensation

The following table sets forth information concerning the compensation paid to the Corporation's President and Chief Executive Officer and the Chief Financial Officer, as required to be disclosed in accordance with applicable securities regulations (the "Named Executive Officers") and Directors during the Corporation's last two fiscal years ended December 31, 2017, and 2016.

Summary Compensation Table

Table of Compensation Excluding Compensation Securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Jean-Charles Phaneuf (1) President, Chief Executive Officer and Director	2017 2016	207,629 n/a	nil n/a	nil n/a	nil n/a	nil n/a	207,629 n/a
Pierre C. Miron (2) Chief Financial Officer and Director	2017 2016	72,000 11,538	nil nil	nil nil	nil nil	nil nil	72,000 11,538
Luc Paquet (3) Director	2017 2016	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
Pascal Fortin (4) Director	2017 2016	nil n/a	nil n/a	nil n/a	nil n/a	nil n/a	nil n/a
Marc Rousseau (5) Director	2017 2016	nil n/a	nil n/a	nil n/a	nil n/a	nil n/a	nil n/a
Pierre Paul Samson (6) Director	2017 2016	nil n/a	nil n/a	nil n/a	nil n/a	nil n/a	nil n/a
Marc Labrecque (7) Former President, CEO and Director	2017 2016	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
Patrick J. Power (8) Former Director and CFO	2017 2016	n/a 6,000	n/a nil	n/a nil	n/a nil	n/a nil	n/a nil

Table of Compensation Excluding Compensation Securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Victor Dario (9) Former Director	2017	n/a	n/a	n/a	n/a	n/a	n/a
	2016	nil	nil	nil	nil	nil	nil
Maxime Lemieux (10) Former Director	2017	nil	nil	nil	nil	nil	nil
	2016	nil	nil	nil	nil	nil	nil
Bertrand Reulet Former Director (11)	2017	nil	nil	nil	nil	nil	nil
	2016	nil	nil	nil	nil	nil	nil
Ted Colivas (12)	2017	79,077	nil	nil	nil	nil	nil
	2016	n/a	n/a	n/a	n/a	n/a	n/a

Notes:

- (1) Mr. Phaneuf was appointed as President and CEO effective February 6, 2017.
- (2) Mr. Miron resigned as CEO and became CFO effective February 6, 2017.
- (3) Mr. Paquet was appointed as director effective November 23, 2016.
- (4) Mr. Fortin was elected as director on September 6, 2017.
- (5) Mr. Rousseau was elected as director on September 6, 2017.
- (6) Mr. Samson was elected as director on September 6, 2017.
- (7) Mr. Labrecque resigned as President and CEO effective November 23, 2016, remained as director and is not a nominee as director at the Meeting.
- (8) Mr. Power resigned as director effective November 23, 2016 and as CFO effective February 6, 2017.
- (9) Mr. Dario resigned as director effective November 23, 2016.
- (10) Mr. Lemieux ceased to be a director on September 6, 2017.
- (11) Mr. Reulet ceased to be a director on September 6, 2017.
- (12) Mr. Colivas was appointed as director effective June 6, 2017 and ceased to be a director on September 6, 2017.

Compensation Securities Table

The following table details all compensation securities granted or issued to the Corporation's Named Executive Officers and Directors by the Corporation during the fiscal year ended December 31, 2017, for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries:

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class ⁽¹⁾	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
Jean-Charles Phaneuf (1) President, Chief Executive Officer and Director	Stock option	2,000,000 250,000	26/01/2017 09/12/2017	0.30 0.12	0.31 0.12	0.18	01/26/2027 12/09/2022
Pierre C. Miron (2) Chief Financial Officer and Director	Stock option	250,000	09/12/2017	0.12	0.12	0.18	12/09/2022
Luc Paquet (3) Director	Stock option	100,000	09/12/2017	0.12	0.12	0.18	12/09/2022
Pascal Fortin (4) Director	Stock option	250,000	09/12/2017	0.12	0.12	0.18	12/09/2022
Marc Rousseau (5) Director	Stock option	250,000	09/12/2017	0.12	0.12	0.18	12/09/2022
Pierre Paul Samson (6) Director	Stock option	250,000	09/12/2017	0.12	0.12	0.18	12/09/2022
Marc Labrecque (7) Former President, CEO and Director	Stock option	250,000	09/12/2017	0.12	0.12	0.18	12/09/2022
Patrick J. Power (8) Former Director and CFO	nil	nil	nil	nil	nil	nil	nil
Victor Dario (9) Former Director	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Maxime Lemieux (10) Former Director	nil	nil	nil	nil	nil	nil	nil
Bertrand Reulet Former Director (11)	Stock option	50,000	09/12/2017	0.12	0.12	0.18	12/09/2022

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class ⁽¹⁾	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
Ted Colivas (12)	Stock option	1,000,000	05/06/2017	0.15	0.14	0.18	12/09/2022

Notes:

- (1) Mr. Phaneuf was appointed as President and CEO effective February 6, 2017.
(2) Mr. Miron resigned as CEO and became CFO effective February 6, 2017.
(3) Mr. Paquet was appointed as director effective November 23, 2016.
(4) Mr. Fortin was elected as director on September 6, 2017.
(5) Mr. Rousseau was elected as director on September 6, 2017.
(6) Mr. Samson was elected as director on September 6, 2017.
(7) Mr. Labrecque resigned as President and CEO effective November 23, 2016, remained as director and is not a nominee as director at the Meeting.
(8) Mr. Power resigned as director effective November 23, 2016 and as CFO effective February 6, 2017.
(9) Mr. Dario resigned as director effective November 23, 2016.
(10) Mr. Lemieux ceased to be a director on September 6, 2017.
(11) Mr. Reulet ceased to be a director on September 6, 2017.
(12) Mr. Colivas was appointed as director effective June 6, 2017 and ceased to be a director on September 6, 2017.

Exercise of Compensation Securities by Named Executive Officers and Directors

The following table lays out all compensation securities that were exercised by the Corporation's Named Executive Officers and Directors during the fiscal year ended December 31, 2017.

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 (\$)
Jean-Charles Phaneuf (1) President and CEO	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Pierre C. Miron (2) Former President and CEO and current CFO	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Patrick J. Power (3) Former CFO	Stock option	200,000	0.10	25/04/2017	0.12	0.02	4,000

- (1) Mr. Phaneuf was appointed as President and CEO effective February 6, 2017.
(2) Mr. Miron resigned as CEO and became CFO effective February 6, 2017.
(3) Mr. Power resigned as director effective November 23, 2016 and as CFO effective February 6, 2017.

Equity Compensation Plan Information

During the financial year ended December 31, 2017, the Corporation's Stock Option Plan was the only equity compensation plan under which securities were authorized for issuance. The following table shows, aggregated information for the Stock Option Plan as at December 31, 2017.

Plan category	Number of Common Shares to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of Common Shares remaining available for future issuance under the plan
Stock Option Plan of the Corporation approved by the Shareholders	4,880,000	0.19	676,084
Stock Option Plan of the Corporation not approved by the Shareholders	n/a	n/a	n/a
Total	4,880,000	0.19	676,084

During the course of the 2017 fiscal year, 200,000 stock options were exercised.

Employment Agreements and Termination or Change of Control Benefits

As at December 31, 2017, there were no employment agreements entered into between the Corporation and Named Executive Officers or any other agreement under which a Named Executive Officer is entitled to receive payments following or in connection with any termination of employment or a change in control of the Corporation.

Pension Plan

There is no pension plan for Named Executive Officers of the Corporation.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the commencement of the last completed fiscal year of the Corporation, none of the Directors or executive officers or employees of the Corporation have been or are indebted to the Corporation nor has the Corporation guaranteed or otherwise supported any indebtedness of any of the said parties during that period.

AUDIT COMMITTEE

The charter of the audit committee of the Corporation (the "**Audit Committee**") is attached to this Circular as Schedule B.

The Audit Committee is composed of three members: Marc Labrecque, Marc Rousseau, Pascal Fortin and Pierre C. Miron. Each member is currently a director of the Corporation. Marc Labrecque and Pascal Fortin are not in the list of nominees to be elected as directors at the

Meeting. New Audit Committee members will be appointed after the Meeting. All members of the Audit Committee are financially literate. Two members are independent within the meaning of *Regulation 52-110 respecting Audit Committees* (“**Regulation 52-110**”); Pierre C. Miron, who is the CFO of the Corporation and Marc Labrecque, who is the former CEO of the Corporation are not independent.

The Corporation is relying upon the exemption in section 6.1 of Regulation 52-110.

Relevant Education and Experience

Marc Labrecque has a financial background and has had affiliation with the mining sector for many years. His mining experience includes roles as President, CEO and CFO of GeeTen Ventures Inc. and secretary of Jourdan Resources Inc., both publicly traded on the TSX Venture Exchange. Mr. Labrecque also managed several exploration programs throughout James Bay and Côte-Nord.

Marc Rousseau is the President of LVR Capital Inc. He began his professional career with Crédit Ford of Canada, where he acted as Director of Operations. In 2001, he joined the Business Development Bank of Canada as a Senior Business Development Manager, a position he held until LVR Capital was founded in September 2005. At the same time, he pursued a military career in 1981 to 2004 as an infantry officer with the Canadian Forces. He has been a member of the Board of Directors of L'Office National du Film since January 2008 and has chaired the Board of Directors of the Society for Disabled Children of Québec since June 2009. He also chairs the Corporate 1 section in Montréal, Networking group of Business Network International. He holds a Bachelor of Arts degree from Concordia University.

Pascal Fortin is the CEO of GoSecure Inc. He started his first IT Services consulting firm in 1997 and went on to have a thriving career as a self-taught Information Technology expert and director at a multinational company. Mr. Fortin joined GoSecure in 2004 and became president of the company in 2008. He has made recent contributions in various national speaking engagements for organizations such as the IIA, Government and private events like GoSec. Mr. Fortin completed an Executive MBA at the Université de Sherbrooke and he holds a Bachelor's Management / Finance from Université du Québec à Montréal.

Pierre Miron was consultant to Affinor Growers Inc. from 2010 to December 2014, when he became Vice-President, Finance, CFO and Director. He remained as such until October 2015, when he became President and CEO of the Corporation, before becoming CFO and Director in 2017. He has worked for over 25 years in the International audit and financing department in the banking industry, including International Auditor and Administrative Director with Scotia Bank, Banking Manager at TD Bank, Portfolio Manager and Account Director at National Bank and Director Major Account at the Caisse Centrale Desjardins. He also worked as CFO with private and public companies in different sectors such as technology, real estate management and franchise industry. Mr. Miron holds a bachelor degree in Business Administration from École des Hautes Études Commerciales.

Audit and Compensation Committee Oversight

All the recommendations made by the Audit Committee with respect to the appointment and/or compensation of the Corporation's external auditors since the commencement of the Corporation's most recently completed financial year have been adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on exemptions in section 2.4 of Regulation 52-110 in relation to "De Minimis Non-Audit Services", or any exemption provided by Part 8 of Regulation 52-110. As mentioned above, the Corporation is relying upon the exemption in section 6.1 of Regulation 52-110.

Pre-Approval Policies and Procedures

Subject to the requirements of Regulation 52-110, the engagement of non-audit services is considered by the Corporation's Board of Directors, and where applicable by the Audit Committee, on a case by case basis.

External Auditor Service Fees

For the last two fiscal years, the Corporation's external auditors have billed the following fees for their services to the Corporation:

	2016 Fiscal Year (\$)	2017 Fiscal Year (\$)
Audit fees	15,000	15,500
Audit-related fees ⁽¹⁾	300	300
Tax fees ⁽²⁾	765	2,500
Other fees	—	—
Total	16,065	18,300

Notes:

- (1) These fees include the fees and disbursements for services reasonably related to the performance of the audit of the Corporation's financial statements not reported under "Audit Fees".
- (2) These fees represent the aggregate fees and disbursements for the service related to tax compliance and tax advice.

CORPORATE GOVERNANCE

The Board of Directors considers good corporate governance to be important to the effective operations of the Corporation and to ensure that the Corporation is managed so as to enhance Shareholder value.

The Board of Directors is responsible for ensuring that the Corporation addresses all relevant corporate governance issues in compliance with the corporate governance guidelines set forth in *Policy Statement 58-201 to Corporate Governance Guidelines*. The Corporation's disclosure of corporate governance practices pursuant to *Regulation 58-101 respecting Disclosure of Corporate Governance Practices* is set out in Schedule C to this Circular in the form required by Form 58-101F2.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information is provided in the Corporation's audited consolidated financial statements and Management's Discussion and Analysis for the period ended December 31, 2017, a copy of which may be obtained on request to Pierre C. Miron, Secretary of the Corporation at 3755 E Boulevard Matte, Suite 201, Brossard (Québec) J4Y 2P4. The Corporation may require the payment of a reasonable charge when the request is made by someone other than a Shareholder.

DIRECTORS' APPROVAL

The contents of this Circular, and the sending thereof to Shareholders entitled to receive notice of the Meeting, to each Director and to the auditors of the Corporation, have been approved by the Board of Directors of the Corporation.

SIGNED in Montréal, Québec, August 23, 2018

Per: (s) Jean-Charles Phaneuf
President and CEO

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SCHEDULE "A"

Quantum Numbers Corp.

CHANGE OF AUDITORS "REPORTING PACKAGE"

QUANTUM NUMBERS CORP.

3755 E blvd Matte #201

Brossard, QC, J4Y 2P4

NOTICE OF CHANGE OF AUDITOR

**To: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission**

**And To: Smythe LLP, Chartered Accountants
MNP LLP, Chartered Accountants**

**Re: Notice of Change of Auditor pursuant to Section 4.11 of National Instrument 51-102 –
Continuous Disclosure Obligations (“NI 51-102”)**

Notice is hereby given pursuant to section 4.11 of NI 51-102 of a change of auditor of Quantum Numbers Corp. (the “**Company**”).

1. Smythe LLP, Chartered Accountants (the “**Former Auditor**”), resigned on its own initiative as auditor of the Company on December 13, 2017.

2. The Audit Committee of the Company has considered the Former Auditor’s resignation and has recommended that MNP LLP, Chartered Accountants (the “**Successor Auditor**”), be appointed to fill in the vacancy in the office of auditor created by the resignation of the Former Auditor until the next annual meeting of shareholders of the Company.

3. The Board of Directors of the Company has considered the Former Auditor’s resignation and the recommendation of the Audit Committee and has appointed the Successor Auditor as auditor of the Company to hold office until the next annual meeting of shareholders of the Company.

4. There were no reservations in the Former Auditor’s reports on the financial statements of the Company for: (a) the two most recently completed financial years; or (b) for any period subsequent hereto for which an audit report was issued and preceding the effective date of the resignation of the Former Auditor.

5. In the opinion of the Audit Committee and the Board of Directors of the Company, there are no reportable events, as such term is defined in subparagraph 4.11(1) of NI 51-102.

Dated this 5th day of February, 2018.

QUANTUM NUMBERS CORP.

/s/ Pierre C. Mirron

Pierre C. Miron

CFO



February 6, 2018

British Columbia Securities Commission
Ontario Securities Commission
Alberta Securities Commission

Dear Sirs:

**Re: Quantum Numbers Corp. (the "Company")
Change of Auditor**

We are writing in accordance with Section 4.11(5)(a) of National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102"). We wish to confirm that we have read the Notice of Change of Auditor of the Company dated February 5, 2018 and that based on our current knowledge we are in agreement with the information contained in such Notice.

Yours very truly,

A handwritten signature in dark ink that reads "Smythe LLP". The signature is written in a cursive, flowing style.

Chartered Professional Accountants

February 7, 2018

TO: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

**RE: Quantum Numbers Corp. (the "Company")
Notice of Change of Auditor**

We have reviewed the Notice of Change of Auditor of the Company dated February 5, 2018 and confirm that, based on our knowledge of the information stated therein, we agree with the statements in the Notice.

Sincerely,

*MNP*¹
SENCRL, srl

MNP SENCRL, srl / LLP

¹ CPA auditor, CA public accountancy permit no. A126822

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SCHEDULE "B"

Quantum Numbers Corp.

AUDIT COMMITTEE CHARTER

AUDIT COMMITTEE CHARTER

The Corporation must, pursuant to National Instrument 52-110 *Audit Committees* (“**NI 52-110**”), have a written charter which sets out the duties and responsibilities of its audit committee. The Corporation’s audit committee charter is substantially reproduced below.

Mandate

The primary function of the audit committee (the “**Committee**”) is to assist the Corporation’s board of directors (the “**Board**”) in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and shareholders, the Corporation’s systems of internal controls regarding finance and accounting and the Corporation’s auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Corporation’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Corporation’s financial reporting and internal control system and review the Corporation’s financial statements;
- review and appraise the performance of the Corporation’s external auditors; and
- provide an open avenue of communication among the Corporation’s auditors, financial and senior management and the Board.

Composition

The Committee shall be comprised of:

- (1) a minimum three directors as determined by the Board;
- (2) at least two (2) members of the Committee shall be independent and the Committee shall endeavour to appoint a majority of independent directors to the Committee, who in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members' independent judgment; and
- (3) at least one (1) member of the Committee shall have accounting or related financial management expertise.

If the Corporation ceases to be a “**venture issuer**” (as that term is defined in NI 52-110), all of the members of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

If the Corporation ceases to be a “**venture issuer**” (as that term is defined in National Instrument 52-110), then all members of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Corporation's Audit Committee Charter, the definition of “**financially literate**” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation's financial statements.

The members of the Committee shall be elected by the Board at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least once annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the chief financial officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports Review
 - (a) review and update this Audit Committee Charter annually; and
 - (b) review the Corporation's financial statements, MD&A and any annual and interim earnings press releases before the Corporation publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.
2. External Auditors
 - (a) review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Corporation;
 - (b) obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Corporation, consistent with Independence Standards Board Standard 1;
 - (c) review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;
 - (d) take, or recommend that the Board take appropriate action to oversee the independence of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting;
 - (e) recommend to the Board the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;
 - (f) recommend to the Board the compensation to be paid to the external auditors;
 - (g) at each meeting, consult with the external auditors, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements;

- (h) review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation;
- (i) review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements; and
- (j) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Corporation's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services provided to the Corporation constitutes not more than five percent of the total amount of revenues paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided,
 - (ii) such services were not recognized by the Corporation at the time of the engagement to be non-audit services, and
 - (iii) such services are promptly brought to the attention of the Committee by the Corporation and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

3. Financial Reporting Processes

- (a) in consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external;
- (b) consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting;
- (c) consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management;
- (d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;
- (e) following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- (f) review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;

- (g) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- (h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- (i) review certification process;
- (j) establish a procedure for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
- (k) establish a procedure for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

4. Others

- (a) review any related-party transactions;
- (b) engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- (c) to set and pay compensation for any independent counsel and other advisors employed by the Committee.

SCHEDULE “C”

Quantum Numbers Corp.

CORPORATE GOVERNANCE

Regulation 58-101 respecting Disclosure of Corporate Governance Practices requires the Corporation to annually disclose certain information pursuant to Form 58-101F2 of this regulation regarding its corporate governance practices.

Those practices are as follows.

A. Board of Directors

The Board of Directors is currently composed of Jean-Charles Phaneuf, Pierre C. Miron, Luc Paquet, Marc Labrecque, Pascal Fortin, Marc Rousseau and Pierre Paul Samson. Luc Paquet, Pascal Fortin, Marc Rousseau and Pierre Paul Samson are independent directors. Jean-Charles Phaneuf, as CEO, Pierre C. Miron, as CFO and Marc Labrecque, as former CEO, are not independent.

Regulation 58-101 *Disclosure of Corporate Governance Practices* (“**Regulation 58-101**”) suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as “independent” directors. An “independent” director is a director who is independent of management and is 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 a view to the best interests of the company, other than interests and relationships arising from shareholding.

Of the proposed Director nominees mentioned above under the heading “Election of Directors”, Marc Rousseau, Pierre Paul Samson and Luc Paquet are independent.

The Board of Directors meets formally on an as needed basis to review and discuss the Corporation’s business activities, and to consider and if thought fit, to approve matters presented to the Board of Directors for approval, and to provide guidance to management. In addition, management informally provides updates to the Board of Directors at least once per quarter between formal meetings. In general, management consults with the Board of Directors when deemed appropriate to keep it informed regarding the Corporation’s affairs.

The Board of Directors facilitates the exercise of independent supervision over management through these various meetings. At present, the Board of Directors does not have any formal committees other than its Audit Committee. When necessary, the Board of Directors will strike a special committee of independent Directors to deal with matters requiring independence. The composition of the Board of Directors is such that the independent Directors have significant experience in business affairs and, as a result, these Directors are able to provide significant and valuable independent supervision over management.

In the event of a conflict of interest at a meeting of the Board of Directors, the conflicted Director will in accordance with corporate law and in accordance with his fiduciary obligations as a Director, disclose the nature and extent of his interest to the meeting and abstain from voting on or against the approval of such participation.

B. Directorships

The current Directors named in the table below are directors of other reporting issuers as shown.

Directors	Reporting Issuers
Jean-Charles Phaneuf	n/a
Pierre C. Miron	n/a
Luc Paquet	n/a
Marc Labrecque	n/a
Pascal Fortin	n/a
Marc Rousseau	n/a
Pierre Paul Samson	Alphinat Inc.

Jean-Charles Phaneuf, Pierre C. Miron, Pascal Fortin, Marc Rousseau, and Pierre Paul Samson are also proposed Directors under the heading “Election of Directors”.

C. Orientation and Continuing Education

The Board of Directors of the Corporation briefs all new Directors with the policies of the Board of Directors, and other relevant corporate and business information.

D. Ethical Business Conduct

The Board of Directors has found that the fiduciary duties placed on individual directors by the Corporation'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 of Directors in which the director has an interest have been sufficient to ensure that the Board of Directors operates independently of management and in the best interests of the Corporation.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction.

The Director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a Director, officer, employee or agent of the Corporation or an affiliate of the Corporation, (ii) is for indemnity or insurance for the benefit

of the Director in connection with the Corporation, or (iii) is with an affiliate of the Corporation. If the Director abstains from voting after disclosure of their interest, the Directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Corporation at the time it was entered into, the contract or transaction is not invalid and the Director is not accountable to the Corporation for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Corporation and the contract or transaction be approved by the Shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

E. Nomination of Directors

The Board of Directors is responsible for identifying individuals qualified to become new Directors and recommending to the Board new Director nominees for the next annual meeting of the shareholders. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required, shown support for the Corporation's mission and strategic objectives, and a willingness to serve.

F. Compensation

The Board of Directors conducts reviews with regard to Directors' compensation once a year. To make its recommendation on Directors' compensation, the Board of Directors takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies.

G. Other Board Committees

The Corporation has no committees other than the Audit Committee. The Board of Directors has not determined that additional committees are necessary at this stage of the Corporation's development.

H. Assessments

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

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