

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
OF  
TELEHOP COMMUNICATIONS INC.**

**TO BE HELD ON JANUARY 31<sup>ST</sup>, 2017**

**NOTICE OF  
ANNUAL AND SPECIAL MEETING OF  
SHAREHOLDERS AND MANAGEMENT  
INFORMATION CIRCULAR**

**December 22<sup>nd</sup>, 2016**

**TELEHOP COMMUNICATIONS INC.**

1039 McNicoll Avenue, Toronto,  
Ontario, Canada M1W 3W6

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the Annual and Special Meeting of Shareholders of Telehop Communications Inc. (“Telehop” or the “Company”) will be held 200 Front Street West, Suite 2300, Toronto, ON, M5V 3K2 on **January 31<sup>st</sup>, 2017 at 4:30 p.m., Eastern time**, for the following purposes:

1. To receive and consider the financial statements of the Company for the fiscal year ended December 31, 2015 and the nine months ending September 30<sup>th</sup>, 2016;
2. To elect 5 directors of the Company;
3. To re-approve the employee stock options plan;
4. To authorize the change of name to Adya Inc.
5. To appoint the auditors of the Company and authorize the directors to fix their remuneration; and
6. To transact such other business as may properly come before the meeting or any adjournment thereof.

**Dated** at Toronto, Ontario, Canada on **December 22nd, 2016**.

**By the order of the Board of Directors**

Rajan Arora  
Chairman of the Board

If you are not able to be present at the meeting, please exercise your right to vote by signing and returning the enclosed form of proxy, in the enclosed envelope to TSX Trust Company, 300-200 University Avenue, Toronto, Ontario, Canada, M5H 4H1, prior to the close of the last business day prior to the Meeting, or, if the Meeting is adjourned, forty-eight hours (excluding Saturdays, Sundays and holidays) before any adjourned meeting. If you are able to attend the Meeting, sending your proxy will not prevent you from voting at the Meeting.

## **MANAGEMENT INFORMATION CIRCULAR**

(as at December 22<sup>nd</sup> 2016, except as otherwise  
indicated)

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## MANAGEMENT INFORMATION CIRCULAR AND GENERAL

### PROXY INFORMATION FOR THE

### ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

### TELEHOP COMMUNICATIONS INC.

**THIS MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF TELEHOP COMMUNICATIONS INC.** (“Telehop” or the “Company”), of proxies to be used at the Annual and Special Shareholders Meeting of Telehop (the “Meeting”) to be held on **January 31<sup>st</sup>, 2016, at 4:30 p.m. (Eastern time)** at 200 Front Street West, Suite 2300, Toronto, ON, M5V 3K2, and at all postponements or adjournments thereof, for the purposes set forth in the attached Notice of Annual and Special Meeting of Shareholders of Telehop Communications Inc.

#### **Solicitation of Proxies**

The solicitation of proxies by this circular is being made in respect of matters to be considered by shareholders of the Company by or on behalf of the management of the Company.

The solicitation of proxies for the Telehop meeting will be made primarily by mail, but proxies may also be solicited personally or by telephone on behalf of the Company. The total cost in respect of the solicitation of proxies for the applicable meeting, including the legal, printing and other costs associated with the preparation of this Management Information Circular will be borne by the Company. The information contained herein is given as at **December 22<sup>nd</sup>, 2016**, except where otherwise noted.

#### **Appointment and Revocation of Proxies**

Together with this Management Information Circular, the shareholders of the Company will also be sent a form of proxy (“Form of Proxy”). The persons named in such proxy are directors and officers of the Company. **A shareholder who wishes to appoint some other person to represent him at the Meeting may do so by inserting such person's name in the blank space provided in the Form of Proxy. Such other person need not be a shareholder of the Company.**

To be valid, proxies given by shareholders of the Company must be deposited at the offices of TSX Trust Company, 200 University Avenue, Suite 300, Toronto, ON, M5H 4H1, prior to the close of business of the last business day prior to the Meeting, or, if the Meeting is adjourned, forty-eight hours (excluding Saturdays, Sundays and holidays) before any adjourned meeting or be presented to the Chairman of the Meeting on the day of the Meeting prior to the commencement thereof.

Pursuant to Section 110(4) of the *Ontario Business Corporations Act*, a shareholder who has given a proxy may revoke the proxy: (a) by completing and signing a proxy bearing a later date and depositing it as aforesaid; (b) by depositing an instrument in writing executed by him or by his attorney authorized in writing: (i) at the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or (ii) with the Chairman of the Meeting prior to the commencement of such meeting on the day of such meeting or any adjournment thereof; or (c) in any other manner permitted by-law.

#### **Beneficial Shareholders**

The information set forth in this section is of significant importance to many public Shareholders as a substantial number of the public Shareholders do not hold Common Shares of Telehop (“Shares”) in their own names. Shareholders who do not hold their Shares in their own names (referred to in this Information Circular as “Beneficial Shareholders”) should note that only proxies deposited by Shareholders whose names appear on the

records of the Company as the registered holders of the Shares can be recognized and acted upon at the Meeting. If Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Shares will not be registered in the Shareholder's name on the records of the Company. Such Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting Shares for their clients. The directors and officers of the Company may not know for whose benefit the Shares registered in the name of CDS & Co. are held.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholders how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge (formerly ADP Investor Communications) ("Broadridge"). Broadridge typically applies a decal to the proxy forms, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. A Beneficial Shareholder receiving a proxy with a Broadridge decal on it cannot use that proxy to vote shares directly at the Meeting. The proxy must be returned to Broadridge well in advance of the Meeting in order to have the shares voted.

Since the Company may not have access to the names of its non-registered Shareholders, if a Beneficial Shareholder attends the Meeting, the Company will have no record of the Beneficial Shareholder's shareholdings or of its entitlement to vote unless the Beneficial Shareholder's nominee has appointed the Beneficial Shareholder as proxyholder. Therefore, a Beneficial Shareholder who wishes to vote in person at the Meeting must insert its own name in the space provided on the voting instruction form sent to the Beneficial Shareholder by its nominee, and sign and return the voting instruction form by following the signing and returning instructions provided by its nominee. By doing so, the Beneficial Shareholder will be instructing its nominee to appoint the Beneficial Shareholder as proxyholder. The Beneficial Shareholder should not otherwise complete the voting instruction form ("VIF") as its vote will be taken at the Meeting.

A VIF (which is not a proxy) is normally mailed to non-registered shareholders by their broker.

**If you receive a VIF from Broadridge, a broker or an intermediary, it is not a valid Form of Proxy and you cannot use it to vote Shares directly at the Meeting – the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Shares voted. The Scrutineer of the Meeting cannot count the votes of a non-registered shareholder wishing to vote in person or by proxy at the Meeting unless such shareholder holds a valid Form of Proxy from the Intermediary. Such shareholders need to contact their broker or intermediary immediately and arrange delivery to them of a valid Form of Proxy.**

Only registered shareholders, or the persons they appoint as their proxies, are permitted to vote at the Meeting. All beneficial holders who wish to vote at the meeting should insert their name on the appoint line on the VIF and file the form as instructed on the VIF (in advance of the proxy voting cut-off).

Copies of the Company's Notice of Meeting, this Management Information Circular and the Form of Proxy are being sent to both registered and non-registered shareholders. If you are a non-registered shareholder, and the Company or its agent, TSX Trust Company, has sent these materials directly to you, your name, address and information about your shareholdings, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions.

**If you have received the Form of Proxy, you may return it directly to TSX Trust Company by i) regular mail in the return envelope provided or ii) by fax at 416-361-0470 or iii) by internet voting.**

Objecting Beneficial Owners (“OBOs”) and other beneficial holders will receive a VIF from an intermediary. Detailed instructions of how to submit your vote will be on the VIF.

### **Voting of Proxies**

The Management representative designated in the Form of Proxy will vote, withhold from voting, or vote against the shares in respect of which he is appointed by proxy on any ballot that may be called for in accordance with the instructions of the shareholder as indicated on the proxy.

The enclosed Form of Proxy confers discretionary authority upon the management’s representatives designated therein with respect to amendments to or variations of matters identified in the applicable Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Management Information Circular, Management is not aware of any such amendments, variations or other matters to come before the meeting.

Proxies received by Management will be voted at the Meeting, or any adjournment thereof as specified therein by the person giving the proxy. **TO THE EXTENT NO CHOICE IS SPECIFIED, THE PROXY WILL BE VOTED FOR MANAGEMENT'S PROPOSALS AS STATED UNDER THE HEADINGS RELATING TO THESE MATTERS IN THIS MANAGEMENT INFORMATION CIRCULAR. ALL PROXIES SUBMITTED, REGARDLESS OF HOW VOTED, WILL BE INCLUDED FOR PURPOSES OF DETERMINING WHETHER A QUORUM IS PRESENT FOR THE MEETING.** The Board of Directors has approved Management’s proposals. A quorum is required in order for the Meeting to be properly constituted. In order to form a quorum twenty percent (20%) of the total outstanding common shares of the Company must be present in person or represented by proxy at the Meeting.

### **Voting Securities and Principal Holders of Voting Securities**

The authorized capital of the Company consists of an unlimited number of common shares (“Shares”). As of the date of this Management Information Circular, the issued and outstanding capital consists of **32,272,083** Shares.

Holders of Shares are entitled to notice of, and to one vote per Share, at any meeting of the shareholders of the Company.

Each holder of record of a Share of the Company at the close of business on **December 28<sup>th</sup>, 2016**, will be entitled to one vote for each Share held, as applicable, on all matters proposed to come or that come before the Meeting, except to the extent such shareholder has transferred any such shares after the record date and the transferee of such shares establishes ownership thereof and makes a written demand, not later than ten days before the date of the Meeting, to be included in the list of shareholders entitled to vote at the Meeting, in which case the transferee will be entitled to vote such shares.

To the knowledge of the directors and officers of the Company, no person beneficially owns or exercises control or direction over shares carrying more than 10% of the votes attached to the issued and outstanding Shares of the Company, except:

Name	Number of Shares (Thousands)	%
Mr. Rajan Arora	8,000	25
Mr. James Estill	5,465	17

### Financial Statements

The financial statements of the Company for the year ended December 31, 2015, and the Auditors' Report thereon and the interim financial statements for the nine months ended September 30<sup>th</sup>, 2016, will be placed before the shareholders at the Meeting for their consideration. These have been previously published and sent to those shareholders who requested them.

Under National Instrument 54-101, adopted by the Canadian Securities Administrators, a person or corporation that in the future wishes to receive interim financial statements from the Company must deliver a written request for such material to the Company, together with a signed statement that the person or corporation is the owner of securities (other than debt instruments) of the Company. Shareholders who wish to receive interim financial statements are encouraged to send the enclosed notice to the Company or its Transfer Agent.

## OUTLINE OF MATTERS TO BE ACTED UPON

### CHANGE OF NAME

Management proposed to change the name of the Company to ADYA Inc., to reflect a diversification of its business activities in the future. The Company through its subsidiaries will diversify beyond telco reselling and marketing businesses into other accretive businesses that leverage off the Company's customer base distribution channels and supply chain. New directors will have access to new opportunities. The text of the Special Resolution to authorize the change of name is attached as Schedule D to this Circular, and requires the affirmative vote of two thirds of the votes cast at the meeting of shareholders.

### ELECTION OF DIRECTORS

It is proposed that the Board consist of 5 directors. The following tables set out the names of the nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment, the period of time during which each has been a Director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction.

The persons named in the enclosed Form of Proxy intend to vote FOR the election of these proposed nominees.

Name and Country of Residence	Position with Company/Present and Principal Occupation	Director Since	Common Shares Owned/Controlled as at 22 Dec, 2016	No. of Options Held as at 22 Dec, 2016
<b>Rajan Arora</b> <sup>(1)(2)</sup> Ontario, Canada	Director Former CEO, G3 Telecom	Feb 28, 2014	8,000,000	Nil
<b>Eamon Hoey</b> Ontario, Canada	President, Hoey Associates Management Consultants Inc.	Nov, 28, 2016	Nil	Nil

<b>Rajiv Jagota</b> Ontario, Canada	Director , CEO Telehop Communications Inc. since April 2011	Feb 28, 2014	250,000	950,000
<b>Robert Stikeman</b> <sup>(2)</sup> Ontario, Canada	Director Partner, Stikeman Keeley Spiegel Pasternack LLP law firm.	Feb 28, 2014	350,000	Nil
<b>Pankaj Varma</b> Ontario, Canada	President, Brook Capital Corporation	NA	139,500	Nil

Notes:

(1) Audit Committee

(2) Compensation Committee

The following statements describe the principal occupation and employment history over the past 5 years, of the 3 directors that have not previously been elected at a meeting of shareholders.

#### **EAMON HOEY**

Mr. Hoey is President of Hoey Associates Management Consultants Inc. and has been for over 5 years. He has assisted telco industry participants both national and local on business strategies and relations with the Canadian Radio and Telecommunications Commission. He is currently a director of CIDI 99.1 a local FM radio station in Quebec.

#### **PANKAJ VARMA**

Mr. Varma is President of Brook Capital Corporation since 2012 which provides financial and business services to private investors and businesses. He engages his network to connect investors with business opportunities. Prior to 2012 he managed his family's real estate and investment activities. From 1992 to 2012 he managed his family business interests in real estate, stocks, and bonds.

#### **ADDITIONAL DISCLOSURE RELATING TO DIRECTORS**

To the knowledge of Management of the Company except as set out below, none of the individuals named above is at the date hereof or has been within the past ten years: (i) a director or executive officer of director, chief executive officer or chief financial officer of any company that, while such individual was acting in such capacity, was subject to an order within the meaning of Form 51-102F5 of National Instrument 51-102 – *Continuous Disclosure Obligations*; (ii) a director or executive officer of any company that, while such person was acting in such capacity, or within a year of such person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (iii) been 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 director, executive officer or shareholder.

#### **Robert Stikeman:**

Brigadier Gold Limited was made subject to a cease trade order for failing to file financial statements by the Ontario and B.C. Securities commissions on May 20<sup>th</sup>, 2015 and May 11<sup>th</sup>, 2015 respectively. Both remain in effect.

#### **NOMINATION OF ADDITIONAL DIRECTORS**

Shareholders are reminded of the early notice By Law of the Company that was approved in 2014 that requires that in the case of a special meeting of shareholders called for the purpose of electing directors (whether or not called for other purposes), notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

## **STOCK OPTION PLAN**

The shareholders are being asked to re-approve the Company's Stock Option Plan (the "Plan") that was adopted on May 25, 2011, as required by the TSX Venture Exchange. The plan is a 10% rolling plan. No financial assistance is provided by the Company to option holders in connection with the exercise of stock options granted under the proposed Plan.

The principal features of the Plan are:

- (1) All Directors, Officers, employees and consultants under written contract with the Company applying significant time and service to the Company or its affiliates are eligible to receive options under the Plan.
- (2) The Board has the discretion to prescribe vesting restrictions for options granted.
- (3) Options expire 90 days after a recipient ceases to qualify as a Director, Officer, employee or consultant under written contract.
- (4) In the event of a take-over bid, the vesting restrictions of outstanding stock options may be reduced.
- (5) The Board administers the granting of all options under the Plan.
- (6) The number of shares issuable to insiders, at any time, under all security based compensation arrangements, cannot exceed 10% of the issued and outstanding shares. The number of shares issued to insiders, within any one year period, under all security based compensation arrangements, cannot exceed 10% of the issued and outstanding shares.
- (7) The Plan requires that the Optionee is a bona fide Employee, Consultant or Management Company Employee, as the case may be.

Refer to Appendix "C" attached for the full text of the Plan.

## **APPOINTMENT OF AUDITORS**

It is proposed that, MNP LLP, Chartered Accountants, of Toronto, Ontario be appointed as the Company's auditors and that their remuneration be fixed by the directors. They have not yet served as auditors, KPMG LLP were the auditors for the prior 3 years. Reference is made to the notices attached to this Circular regarding the change of auditors as required by NI 51-102 – 4.11.

## **INFORMATION CONCERNING THE CORPORATION**

### **Corporate Governance**

National Instrument 58-101 Disclosure of Corporate Governance Practices ("NI 58-101") requires issuers to disclose the corporate governance practices that they have adopted and National Policy 58-201 Corporate Governance Guidelines ("NP58-201") provides guidance on corporate governance practices. NI 58-101 and NP 58-201 ("Guidelines") are not prescriptive, but are recommended in the formulation of corporate governance practices.

The Board believes that good corporate governance improves corporate performance and benefits all shareholders, and believes that its practices are closely aligned to the Guidelines. This section sets out the Company's approach to corporate governance and provides the disclosure prescribed by Form NI 58-101F2.

## **1. Board of Directors**

Directors are considered to be independent under NI 52-110 and 58-101F2 if they have no direct or indirect material relationship with the Corporation. A “material relationship” is a relationship that could, in the view of the Corporation’s Board of Directors, be reasonably expected to interfere with the exercise of a director’s independent judgment. Also the receipt of any fees, other than for serving as a director, renders a director not independent. The Board facilitates its independent supervision over management by promoting frequent interaction, feedback and exchange of ideas. As well, Management provides the independent directors with periodic reports outlining the financial position and status of development projects.

One member of the Board of Directors, Rajan Arora, is independent of the Company. Mr. Jagota serves as the Company’s CEO, Mr. Stikeman acts as the Company’s legal counsel, and Mr. Cyna provided consulting services in the 2013 fiscal year.

## **2. Outside Company Directorships of Reporting Issuers**

Robert Stikeman presently sits as a director of:

- Brigadier Gold Limited.

No other directors sit on the boards of other reporting issuers.

## **3. Orientation and Continuing Education**

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company’s business, technology and industry and on the responsibilities of directors, including provision of extensive written materials and individual reviews on the affairs of the Company. When relevant, this process is supplemented informally by members of the Board.

The Board ensures that its directors maintain the skill and knowledge necessary to meet their obligations, as necessary, by, among other things, engaging consultants that are independent of the Company.

## **4. 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.

## **5. Nomination of Directors**

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

## **6. Compensation Committee**

The Board has a Compensation Committee a majority of whom are independent directors. The Compensation Committee has a charter that mandates it to recommend human resource and compensation policies. It is also mandated to review the performance of the executive officers. The Compensation Committee also reviews Management’s recommendations on stock option grants to eligible participants.

## **7. Assessments**

The Directors and its committees are regularly assessed as a group and individually in meetings and among individual directors and the Chairman, as situations require.

### **AUDIT COMMITTEE DISCLOSURE**

A key responsibility of the Audit Committee (the "Committee") of the Company is to recommend an external auditor, set their compensation, oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing non-audit work, review the quality of services provided to the Company, monitor the Company's system of internal financial controls and procedures, to evaluate and report on the integrity of the financial statements of the Company, to enhance the independence of the Company's external auditors and to oversee the financial reporting process of the Company.

Multilateral Instrument 52-110 of the Canadian Securities Administrators ("MI 52-110") requires the Company to disclose in its Management Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor, as set forth in the following:

#### **The Audit Committee's Charter (Terms of Reference)**

The Audit Committee has a charter. A copy of the Audit Committee Charter is provided in Schedule "A" hereto.

#### **Composition of the Audit Committee**

The members of the Audit Committee are Lawrence Cyna, and Rajan Arora. Jim Estill was a member until August 15, 2016 when he ceased to be a director. Rajan Arora is "independent" within the meaning of MI 52-110 as the other committee member accepted consulting fees from the Corporation in the 2013 fiscal year. The members are considered to be "financially literate" based upon educational qualifications as well as related industry experience. A member is considered financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can be reasonably expected to be raised by the Company's financial statements. A member of the committee is independent if the member has no direct or indirect material relationship (which includes accepting fees other than as a director) with the Company which could in view of the Board of Directors, reasonably interfere with the exercise of the member's independent judgment.

#### **Audit Committee Oversight**

The Audit Committee has not made any recommendations to the Board of Directors to nominate or compensate any external auditor that was not accepted by the Board of Directors.

#### **Reliance on Certain Exemptions**

At no time since the commencement of the Company's recently completed financial year did the Company rely on the exemptions in MI 52-110, particularly Part 2.4 or Part 8. The Company is relying on Part 6.1(6) regarding the recent resignation of Mr. Estill as a director and member of the Audit Committee.

#### **Pre-Approval Policies and Procedures**

The Audit Committee Charter requires the Audit Committee to review all non-audit engagements of the auditor, and these reviews are individually considered on a case by case basis.

#### **External Auditor Service Fees**

The Audit Committee has reviewed the nature and amount of the non-audit services provided by the current auditor, KPMG LLP to ensure auditor independence. Fees payable to KPMG LLP for audit and non-audit services in the last

two fiscal years are outlined in the following table:

Years Ended December 31,	2015	2014
Audit Fees <sup>(1)</sup>	\$ 82,925	\$ 107,000
Audit-Related Fees <sup>(2)</sup>	Nil	Nil
Tax Fees <sup>(3)</sup>	\$11,500	Nil
All Other Fees <sup>(4)</sup>		
<b>Total:</b>	<b>\$ 94,425</b>	<b>\$ 107,000</b>

Notes:

- (1) The aggregate fees billed by the Company's external auditor in each of the last two fiscal years for audit fees.
- (2) The aggregate fees billed for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the issuer's financial statements and are not reported under audit fees.
- (3) The aggregate fees billed for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning.
- (4) The aggregate fees billed for products and services provided by the Company's external auditor other than services provided in (1), (2) and (3) above.

### Report on Executive Compensation

The following table presents the compensation paid to "Named Executive Officers" as defined in Form 51-102F6 being the CEO the CFO and the top 3 paid executives over \$150,000 per year over the past 3 fiscal years. In the case of Telehop, this consists of the Executive Chairman, Chief Operating Officer the CEO and the CFO.

#### SUMMARY COMPENSATION TABLE

Name and Principal Position	Annual Compensation				Long Term Compensation Awards			All other Compensation (\$)
	Year	Salary (\$)	Bonus (\$)	Other annual Compensation (\$)	Securities Under Options/S ARs Granted (#)	Restricted Shares or Restricted Share Units (\$)	Pension Payouts (\$)	
<b>Rajiv Jagota</b> Chief Executive Officer	2015	\$190,000	\$25,000	\$10,400	50,000	Nil	Nil	Nil
	2014	\$170,000	\$45,000	\$10,400	250,000	Nil	Nil	Nil
	2013	\$170,000	\$10,000	\$10,400	150,000			
<b>Rob Cosman</b> Chief Financial Officer	2014	\$135,000	Nil		100,000			
	2013	\$135,000	\$7,500	Nil	100,000	Nil	Nil	Nil
<b>Inder Saini</b> Chief Financial Officer	2015	\$120,000	\$7,500	Nil	150,000			
	2014	\$110,000	Nil	Nil	150,000	Nil	Nil	Nil

Notes:

- (1) Mr. Saini became CFO on November 16<sup>th</sup>, 2014 replacing Mr. Cosman.

#### LONG TERM INCENTIVE PLANS

The Company has not adopted any long-term incentive plans and has no outstanding stock appreciation rights.

### **STOCK OPTIONS EXERCISED AND HELD**

No options were exercised during the most recently completed financial year ended December 31, 2015.

### **Employment & Consulting Contracts with Named Executive Officers**

The following summarizes the material terms of the employment and/ or compensation contracts/ arrangements into which the Company has entered with the Named Executive Officers.

The Company engaged Rajiv Jagota as President and Chief Executive Officer, effective April 4, 2011. Mr. Jagota receives \$190,000 per annum together with a car allowance. He also receives 50,000 options each year.

Rajiv Jagota is entitled to a cash incentive bonus in each fiscal year of Employer based on the results as reported in the Employer's audited consolidated financial statements for the prior fiscal year. The earnings per share amount set out in the prior year's budget as approved by the Board of Directors shall be the target amount ("Target Amount"). The budget for the 2014 fiscal period sets \$0.03 as a per share target. The amount of bonus shall be equal to 50% of Executive's prevailing Salary, multiplied by the achievement ratio ("Achievement Ratio") which is the ratio of the Profit Per Share as reported in the prior year's audited financial statements of the Employer, divided by the Target Amount. If the Achievement Ratio is less than 60%, then the bonus shall be zero. The Company agreed to review the bonus model for the 2015 year so as to include additional factors including EBITDA, earnings-per-share, new customers, gross margins and possibly other factors, all to be weighted numerically, which bonus review will be done in consultation with the Executive this review is still in process. On termination he is entitled to 12 months' severance plus 2 weeks for each year of service.

Inder Saini was engaged as Chief Financial Officer on November 16<sup>th</sup>, 2014. He resigned his office on July 8<sup>th</sup> 2016. He received a salary of \$120,000 per year and discretionary bonuses. His predecessor Mr. Cosman received \$135,000 per annum together with a discretionary bonus. In the event of a change of control of Telehop he is entitled upon termination to an additional payment of 3 months' salary plus 1 month severance for each full year of employment. On termination he was entitled to 1 month's severance plus 2 weeks for each year of service. His resignation did not require termination pay.

No management functions of the Company are performed to any substantial degree by persons other than the directors or officers of the Company.

### **COMPOSITION OF COMPENSATION COMMITTEE**

The Compensation Committee is comprised of two independent directors. The members of the Compensation Committee were Jim Estill, Rajan Arora and Robert Stikeman. Mr. Stikeman serves as legal counsel to the Company. None of the independent Directors had a prior affiliation with the Company as an officer or director. The duties of the Compensation Committee are described below as follows:

- To recommend and administer human resources and compensation policies on approval by the Directors;
- To assure programs exist to attract management and provide orderly succession;
- To develop a position description and set the salary, bonus and benefits for executive management;
- To review director compensation; and
- To review compensation policies for employees and review overall labour relations strategies.

## COMPENSATION OF DIRECTORS

The following compensation structure has been implemented for all Board members, not including those members that have employment or compensation agreements with the Company:

- Annual Retainer payable bi-weekly of \$12,000 per director, \$18,000 for the Chairman of the Board and \$15,000 for Committee Chairman;
- a monthly credit of up to \$200 towards subscription to Telehop's services.

During the year ended December 31, 2015, the Company paid non-employee Directors \$57,000 (\$49,620 in 2014).

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information as at December 31, 2015 with respect to common shares authorized for issuance under the Plan. Descriptions of the Company's stock options are incorporated by reference and detailed under "Stock Option Plan" of Company's consolidated financial statements and notes thereto for fiscal December 31, 2015.

### Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column a) <sup>1</sup>
Equity compensation plans approved by security holders	1,487,875	\$0.111	1,739,333
<b>Total</b>	<b>1,487,875</b>	<b>\$0.111</b>	<b>1,739,333</b>

The Company adopted the Plan at the May, 2011 shareholder's meeting which reserved 10% of the outstanding shares under the Plan. The table reflects the options as at year end. There are presently 3,227,208 shares reserved for issuance under the Plan being 10% of the outstanding shares. As at present there are **1,487,875** stock options outstanding leaving 1,739,333 available for issue. The purpose of the Plan is to provide incentives to employees, Officers, consultants and Directors of the Company (and its subsidiaries, which includes partnerships and other entities that are controlled by the Company) that are tied to the long term performance and growth of the Company and the total return to Shareholders. No financial assistance is provided by the Company to option holders in connection with the exercise of stock options granted under the Plan. The Plan doesn't meet existing obligations under present employment contracts, and a replacement is proposed at this meeting.

The principal features of the Plan are:

- (1) All Directors, Officers, employees and consultants under written contract with the Company applying significant time and service to the Company or its affiliates are eligible to receive options under the Plan.
- (2) The Board has the discretion to prescribe vesting restrictions for options granted.
- (3) Options expire 90 days after a recipient ceases to qualify as a Director, Officer, employee or consultant under written contract.
- (4) In the event of a take-over bid, the vesting restrictions of outstanding stock options may be

reduced.

- (5) The Board administers the granting of all options under the Plan.
- (6) The number of shares issuable to insiders, at any time, under all security based compensation arrangements, cannot exceed 10% of the issued and outstanding shares. The number of shares issued to insiders, within any one year period, under all security based compensation arrangements, cannot exceed 10% of the issued and outstanding shares.
- (7) The Plan requires that that the Optionee is a bona fide Employee, Consultant or Management Company Employee, as the case may be.

#### **DIRECTORS' AND OFFICERS' LIABILITY INSURANCE**

The Board of Directors has authorized the purchase of Directors' and Officers' liability insurance and the policy is presently in place.

#### **INTERESTS OF INSIDERS IN MATERIAL TRANSACTIONS**

No insider of the Company had any material interest, direct or indirect, in any transactions involving it during the fiscal year ended December 31, 2015, except Rajan Arora who sold the G3 Telecom business to the Corporation in February 2014, and owns the office building leased to the Company at a rate of \$186,000per annum, prior to becoming a director and shareholder of the Corporation.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Company's website at [www.telehop.com](http://www.telehop.com) . The Company's annual consolidated financial statements, together with the accompanying report of the auditor, Management's Discussion and Analysis for the year ended December 31, 2014, and any of the Company's interim consolidated financial statements and this Circular are available without charge to anyone, upon request by contacting Telehop's investor relations department by mail at our head office, 1039 McNicoll Avenue, Toronto, Ontario, Canada, M1W 3W6, or by email at [investorinquiry@telehop.com](mailto:investorinquiry@telehop.com) are also available on SEDAR.

#### **AUDITORS, REGISTRARS AND TRANSFER AGENTS**

MNP LLP, of Toronto, Ontario, Canada, is the Company's auditor.

TSX Trust Company of Toronto, Ontario, Canada, is the Company's transfer agent and registrar.

#### **DIRECTORS' APPROVAL**

The directors of the Company have approved the contents and sending of this Management Information Circular, and it has been sent to the Company's directors, shareholders and auditors.

#### **TELEHOP COMMUNICATIONS INC.**

Rajan Arora  
Chairman of the Board  
Toronto, Ontario Canada

December 22<sup>nd</sup>, 2016

**SCHEDULE "A"**

**AUDIT COMMITTEE TERMS OF REFERENCE**

The overall duties of the Committee shall be to:

- (a) assist the Board in the discharge of its duties relating to the Company's accounting policies and practices, reporting practices and internal controls;
- (b) establish and maintain a direct line of communication with the Company's external auditors and assess their performance;
- (c) oversee the co-ordination of the activities of the external auditors;
- (d) ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal controls;
- (e) monitor the credibility and objectivity of the Company's financial reports and satisfy itself that adequate procedures are in place for the review of Company information extracted from the financial statements;
- (f) report regularly to the Board on the fulfillment of the Committee's duties;
- (g) establish procedures for the receipt and retention of complaints received by the Company regarding accounting, audit, and control matters;
- (h) assist the Board in the discharge of its duties relating to risk assessment and risk management; and
- (i) review and approve the hiring policies regarding employees or former employees of the external auditor;

The duties of the Committee as they relate to the external auditors shall be to:

- (a) review management's recommendations for the appointment of external auditors, and in particular their qualifications and independence, and to recommend to the Board a firm of external auditors to be engaged to provide audit services;
- (b) review, where there is to be a change of external auditors, all issues related to the change, including the information to be included in the notice of change of auditor called for under National Policy 31 or any successor legislation, and the planned steps for an orderly transition;
- (c) review all reportable events, including disagreements, unresolved issues and consultations, as defined in National Policy 31 or any successor legislation, on a routine basis, whether or not there is to be a change of external auditor;
- (d) review the engagement letters of the external auditors, both for audit and non-audit services and recommend to the Board their compensation;
- (e) review the performance, including the fee, scope and timing of the audit and other related services and any non-audit services provided by the external auditors;

- (f) review the nature of and fees for any non-audit services performed for the Company by the external auditors and with outside legal advice confirm that the nature and extent of such services does not contravene the requirements of applicable legislation that require the firm's independence be maintained in carrying out the audit function; and
- (g) pre-approve all non-audit services to be provided to the Company or its affiliates by the external auditor.

The duties of the Committee as they relate to audits and financial reporting shall be to:

- (a) review the audit plan with the external auditor and management;
- (b) review with the external auditor and management any proposed changes in accounting policies, the presentation of the impact of significant risks and uncertainties, and key estimates and judgments of management that may in any such case be material to financial reporting;
- (c) review the contents of the audit report;
- (d) question the external auditor and management regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;
- (e) review the scope and quality of the audit work performed;
- (f) review the adequacy of the Company's financial and auditing personnel;
- (g) review the co-operation received by the external auditor from the Company's personnel during the audit, any problems encountered by the external auditors and any restrictions on the external auditor's work and resolve disagreements between management and the external auditor regarding financial reporting;
- (h) review the internal resources used;
- (i) review the evaluation of internal controls by the internal auditor (or persons performing the internal audit function) and the external auditors, together with management's response to the recommendations, including subsequent follow-up of any identified weaknesses;
- (j) review the appointments of the chief financial officer, internal auditor (or persons performing the internal audit function) and any key financial executives involved in the financial reporting process;
- (k) review and recommend to the Board, the Company's annual audited financial statements and those of its subsidiaries in conjunction with the report of the external auditors thereon, and obtain an explanation from management of all significant variances between comparative reporting periods before release to the public;
- (l) review and recommend to the Board, the Company's interim unaudited financial statements, MD&A and press release, and obtain an explanation from management of all significant variances between comparative reporting periods before release to the public;
- (m) establish a procedure for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and employees' confidential anonymous submission of concerns regarding accounting and auditing matters and assume responsibility for creating and administering a "whistleblower" policy; and
- (n) review the terms of reference for an internal auditor or internal audit function.

The duties of the Committee as they relate to accounting and disclosure policies and practices shall be to:

- (a) review changes to accounting principles of the Canadian Institute of Chartered Accountants which would have a significant impact on the Company's financial reporting as reported to the Committee by management and the external auditors;
- (b) review the appropriateness of the accounting policies used in the preparation of the Company's financial statements and consider recommendations for any material change to such policies;
- (c) review the status of material contingent liabilities or accruals as reported to the Committee by management;
- (d) review the status of income tax returns and potentially significant tax problems as reported to the Committee by management;
- (e) review any errors or omissions in the current or prior year's financial statements and establish guidelines for re-statement;
- (f) review and approve before their release all public disclosure documents containing audited or unaudited financial information, including all press releases, prospectuses, annual reports to shareholders, annual information forms and management's discussion and analysis; and
- (g) oversee and review all financial information and earnings guidance provided to analysts and rating agencies.

The other duties of the Committee shall include:

- (a) reviewing any inquiries, investigations or audits of a financial nature by governmental, regulatory or taxing authorities;
- (b) formulating clear hiring policies for employees or former employees of the Company's external auditors;
- (c) reviewing annual operating and capital budgets;
- (d) reviewing the funding and administration of the Company's compensation and pension plans;
- (e) reviewing and reporting to the Board on difficulties and problems with regulatory agencies which are likely to have a significant financial impact;
- (f) inquiring of management and the external auditors as to any activities that may be or may appear to be illegal or unethical; and
- (g) any other questions or matters referred to it by the Board.

## **SCHEDULE “B”**

### **TELEHOP COMMUNICATIONS INC. (the “Company”)**

#### **STOCK OPTION PLAN**

**(the “Plan”)**

#### **PURPOSE OF THE PLAN**

The purpose of the Plan is to assist the Company in attracting, retaining and motivating **Directors, Employees, Consultants or Management Company Employees** of the Company (as those terms are defined in TSX Venture Exchange Policy 4.4) and any of its subsidiaries and to closely align the personal interests of such Directors, Employees, Consultants and Management Company Employees with those of the shareholders by providing them with the opportunity, through options, to acquire common shares in the capital of the Company.

#### **IMPLEMENTATION**

The Plan and the grant and exercise of any options under the Plan are subject to compliance with the applicable requirements of each stock exchange (**exchanges**) on which the shares of the Company are listed at the time of the grant of any options under the Plan and of any governmental authority or regulatory body to which the Company is subject.

#### **ADMINISTRATION**

The Plan shall be administered by the Board of Directors of the Company which shall, without limitation, subject to the approval of the exchanges, have full and final authority in its discretion, but subject to the express provisions of the Plan, to prescribe, amend and rescind rules and regulations relating to it and to make all other determinations deemed necessary or advisable for the administration of the Plan. The Board of Directors may delegate any or all of its authority with respect to the administration of the Plan and any or all of the rights, powers and discretion with respect to the Plan granted to it hereunder to such committee of directors, as well as the Board of Directors, shall be entitled to exercise any or all of such authority, rights, powers and discretion with respect to the Plan. When used hereafter in the Plan, Board of Directors shall be deemed to include a committee of directors acting on behalf of the Board of Directors.

#### **SHARES ISSUABLE UNDER THE PLAN**

Options granted and shares issuable under the plan are subject to the requirements of the TSX Venture Exchange. These requirements currently include but are not limited to:

- (i) the aggregate number of shares (**Optioned Shares**) that may be issuable pursuant to options granted under the Plan will not exceed 10% of the number of issued shares of the Company at the time of the granting of options under the Plan;
- (ii) no more than 5% of the issued shares of the Company, calculated at the date the option is granted, may be granted to any one Optionee (as hereinafter defined) in any 12-month period, unless the Company obtains the requisite disinterested shareholder approval in accordance with TSX Venture Exchange policies;
- (iii) no more than 10% of the issued shares of the Company, calculated at the date the option is granted, may be granted to Insiders (as that term is defined in TSX Venture Exchange Policy 1.1)

in any 12-month period;

- (iv) no more than 2% of the issued shares of the Company, calculated at the date the option is granted, may be granted to any one Consultant in any 12-month period; and
- (v) no more than an aggregate of 2% of the issued shares of the Company, calculated at the date the option is granted, may be granted to all Employees and Consultants conducting **Investor Relations Activities** (as that term is defined in TSX Venture Exchange Policy 1.1) in any 12-month period.

## ELIGIBILITY

### General

Options may be granted under the Plan to Directors, Employees, Consultants and Management Company Employees of the Company and any of its subsidiaries (collectively the “**Optionees**” and individually an “**Optionee**”). Subject to the provisions of the Plan and the applicable policies of the exchanges, the total number of Optioned Shares to be made available under the Plan and to each Optionee, the time or times and price or prices at which options shall be granted, the time or times at which such options are exercisable, and any conditions or restrictions on the exercise of options, shall be in the full and final discretion of the Board of Directors.

### Options Granted to Employees, Consultants or Management Company Employees

The Plan requires that options under the Plan be granted only to those who are bona Employees, Consultants or Management Company Employees, as the case may be.

## TERMS AND CONDITIONS

### Exercise price

The exercise price to each Optionee for each Optioned Share shall be determined by the Board of Directors but shall not, in any event, be less than the **Discounted Market Price** of the Company’s common shares as traded on the TSX Venture Exchange (as that term is defined in TSX Venture Exchange Policy 1.1), or such other price as may be agreed to by the Company and accepted by the TSX Venture Exchange; provided that the exercise price for each Optioned Share in respect of options granted within 90 days of a Distribution by a Prospectus (as those terms are defined in TSX Venture Exchange Policy 1.1) shall not be less than the greater of the Discounted Market Price and the price per share paid by public investors for listed shares of the Company under the Distribution. Other than in the case of an IPO, the aforementioned 90 day period begins on the date a final receipt is issued for the Prospectus.

The exercise price will normally be based on the closing market price the day prior to the grant. If there were no transactions on the precedent day, the price of the most recent trade will be used provided it remains at or between the precedent day’s closing bid and ask prices, otherwise the average of the bid and ask prices will be utilized.

If the common shares of the Company are not listed on the TSX Venture Exchange or any other exchange at the time of the option grant, the exercise price to each Optionee for each Optioned Share shall be determined by the Board of Directors.

### Reduction in the Exercise Price of Options Granted to Insiders

In the event the Company wishes to reduce the exercise price of any options held by **Insiders** (as that term is defined in TSX Venture Exchange Policy 1.1) of the Company at the time of the proposed reduction, the approval

of the disinterested Shareholders of the Company will be required prior to the exercise of any such options at the reduced exercise price.

#### Option Agreement

All options shall be granted under the Plan by means of an agreement (the **Option Agreement**) between the Company and each Optionee in the form attached hereto as Schedule A or such other form as may be approved by the Board of Directors, such approval to be conclusively evidenced by the execution of the Option Agreement by any one director or officer of the Company, or otherwise as determined by the Board of Directors.

#### Length of Grant

All options granted under the Plan shall expire not later than that date which is 10 years from the date such options were granted.

#### Non-Assignability of Options

An option granted under the Plan shall not be transferable or assignable (whether absolutely or by way of mortgage, pledge or other charge) by an Optionee other than by will or other testamentary instrument or the laws of succession and may be exercisable during the lifetime of the Optionee only by such Optionee.

An option granted under the plan shall not be used as an offset against the short selling of the company's shares nor in any other manner to assist in or facilitate the short selling of the company's shares. This clause does not preclude the sale of the Company's shares and exercise of options within the normal settlement period.

#### Vesting Schedule for Options Granted to Consultants Conducting Investor Relations Activities

An Optionee who is a Consultant conducting Investor Relations Activities who is granted an option under the Plan will become vested with the right to exercise one-quarter (1/4) of the option upon the conclusion of every 3 months subsequent to the date of the grant of the option, such that that Optionee will be vested with the right to exercise one hundred percent (100%) of his option upon the conclusion of 12 months from the date of the grant of the option. (By way of example, in the event that Optionee did not exercise one-quarter (1/4) of his option at the conclusion of 3 months from the date of the grant of the option, he would be entitled to exercise one-half (1/2) of his option upon the conclusion of 6 months from the date of the grant of the option). Other than with respect to options granted to an Optionee who is a Consultant conducting Investor Relations Activities, the Board may grant options under the Plan to an Optionee with or without vesting provisions at its discretion.

#### Right to Postpone Exercise

Each Optionee, upon becoming entitled to exercise the option in respect of any Optioned Shares in accordance with the Option Agreement, shall thereafter be entitled to exercise the option to purchase such Optioned Shares at any time prior to the expiration or other termination of the Option Agreement or the option rights granted thereunder in accordance with such agreement.

#### Exercise and Payment

Any option granted under the Plan may be exercised by an Optionee or, if applicable, the legal representatives of an Optionee, giving notice to the Company specifying the number of shares in respect of which such option is being exercised, accompanied by payment (by cash or certified cheque payable to the Company) of the entire exercise price (determined in accordance with the Option Agreement) for the number of shares specified in the notice. Upon any such exercise of an option by an Optionee the Company shall cause the transfer agent and registrar of shares of the Company to promptly deliver to such Optionee or the legal representatives of such Optionee, as the case may be, a share certificate in the name of such Optionee or the legal representatives of such Optionee, as the case may be, representing the number of shares specified in the notice.

No option shall be exercisable unless the company shall be satisfied that the issuance of shares upon exercise thereof, will be in compliance with the applicable laws of all jurisdictions where the company is a reporting issuer.

#### Rights of Optionees

The Optionees shall have no rights whatsoever as shareholders in respect of any of the Optioned Shares (including, without limitation, voting rights or any right to receive dividends, warrants or rights under any rights offering) other than Optioned Shares in respect of which Optionees have exercised their option to purchase and which have been issued by the Company.

#### Third Party Offer

If at any time when an option granted under the Plan remains unexercised with respect to any common shares, and offer to purchase all of the common shares of the Company is made by a third party, the Company may upon giving each Optionee written notice to that effect, require the acceleration of the time for the exercise of the option rights granted under the Plan and of the time for the fulfillment of any conditions or restrictions on such exercise.

#### Alterations in Shares

In the event of a stock dividend, subdivision, redivision, consolidation, share reclassification (other than pursuant to the Plan), amalgamation, merger, corporate arrangement, reorganization, liquidation or the like of or by the Company, the Board of Directors may make such adjustment, if any, of the number of Optioned Shares, or of the exercise price, or both, as it shall deem appropriate to give proper effect to such event. If because of a proposed merger, amalgamation or other corporate arrangement or reorganization, the exchange or replacement of shares in the Company for those in another corporation is imminent, the Board of Directors may, in a fair and equitable manner, determine the manner in which all unexercised option rights granted under the Plan shall be treated including, for example, requiring the acceleration of the time for the exercise of such rights by the Optionees and of the time for the fulfillment of any conditions or restrictions on such exercise. All determinations of the Board of Directors under this section shall be full and final.

#### Termination for Cause

If an Optionee ceases to be either a Director, Employee, Consultant or Management Company Employee of the Company or of any of its subsidiaries as a result of having been dismissed from any such position for cause, all unexercised option rights of that Optionee under the Plan shall become terminated and shall lapse, notwithstanding the original term of the option granted to such Optionee under the Plan.

#### Termination Other Than For Cause

If an Optionee ceases to be either a Director, Employee, Consultant or Management Company Employee of the Company or any of its subsidiaries for any reason other than as a result of having been dismissed for cause as provided above, or as a result of the Optionee's death, such Optionee shall have the right for a period of 90 days (or until the normal expiry date of the option rights of such Optionee if earlier) from the date of ceasing to be either a Director, Employee, Consultant or Management Company Employee to exercise the option under the Plan with respect to all Optioned Shares of such Optionee to the extent they were exercisable on the date of ceasing to be either a Director, Employee, Consultant or Management Company Employee. Upon the expiration of such 90-day period all unexercised option rights of that Optionee shall immediately become terminated and shall lapse notwithstanding the original term of option granted to such Optionee under the Plan.

If an Optionee engaged in providing Investor Relations Activities to the Company ceases to be employed in providing such Investor Relations Activities, such Optionee shall have the right for a period of 30 days (or until the normal expiry date of the option rights of such Optionee if earlier) from the date of ceasing to provide such Investor Relations Activities to exercise the option under the Plan with respect to all Optioned Shares of such Optionee to the extent they were exercisable on the date of ceasing to provide such Investor

Relations Activities. Upon the expiration of such 30-day period all unexercised option rights of that Optionee shall immediately become terminated and shall lapse notwithstanding the original term of the option granted to such Optionee under the Plan.

#### Deceased Optionee

In the event of the death of any Optionee, the legal representatives of the deceased Optionee shall have the right for a period of one year (or until the normal expiry date of the option rights of such Optionee if earlier) from the date of death of the deceased Optionee to exercise the deceased Optionee's option with respect to all of the Optioned Shares of the deceased Optionee to the extent they were exercisable on the date of death. Upon the expiration of such period all unexercised option rights of the deceased Optionee shall immediately become terminated and shall lapse notwithstanding the original term of the option granted to the deceased Optionee under the Plan.

### **AMENDMENT AND DISCONTINUANCE OF PLAN**

Subject to the acceptance of the exchanges, the Board of Directors may from time to time amend or revise the terms of the Plan or may discontinue the Plan at any time, provided that no such action may in any manner adversely affect the rights under any options earlier granted to an Optionee under the Plan without the consent of that Optionee.

### **NO FURTHER RIGHTS**

Nothing contained in the Plan nor in any option granted hereunder shall give any Optionee or any other person any interest or title in or to any shares of the Company or any rights as a shareholder of the Company or any other legal or equitable right against the Company whatsoever other than as set forth in the Plan and pursuant to the exercise of any option, nor shall it confer upon the Optionees any right to continue as a Director, Employee or Consultant of the Company or of any of its subsidiaries.

### **COMPLIANCE WITH LAWS**

The obligations of the Company to sell shares and deliver share certificates under the Plan are subject to such compliance by the Company and the Optionees as the Company deems necessary or advisable with all applicable corporate and securities laws, rules and regulations.

### **WITHHOLDING TAX REQUIREMENTS**

If the Company is required under the *Income Tax Act* (Canada) or any other applicable law to make source deductions in respect of employee stock option benefits and to remit to the applicable governmental authority an amount on account of tax on the value of the taxable benefit associated with the issuance of common shares of the Company on exercise of Options, then the Optionee shall:

- (i) pay to the Company, in addition to the exercise price for the Options, sufficient cash as is reasonably determined by the Company to be the amount necessary to permit the required tax remittance;
- (ii) authorize the Corporation, on behalf of the Optionee, to sell in the market on such terms and at such time or times as the Corporation determines a portion of the common shares of the Company being issued upon exercise of the Options to realize cash proceeds to be used to satisfy the required tax remittance; or
- (iii) make other arrangements acceptable to the Company.

**Schedule C with KPMG and MNP Notices under NI 51-102**

**Telehop Communications Inc.**

**TO: Ontario Securities Commission  
British Columbia Securities Commission Autorité des marchés financiers  
Alberta Securities Commission Manitoba Securities Commission**

**-and- MNP LLP  
-and- KPMG LLP**

**RE: Notice of Change of Auditor pursuant to Section 4.11 of National Instrument  
51-102 Continuous Disclosure Obligations**

Pursuant to Section 4.11(7) of National Instrument 51-102, Telehop Communications Inc. (the “Company”) hereby gives notice of the change of its auditor from KPMG LLP to MNP LLP. In accordance with National Instrument 51-102, the Company hereby states that:

1. KPMG LLP resigned at our request as the Company’s auditor, effective November 28, 2016;
2. MNP LLP has been appointed as the Company’s auditor, effective November 28, 2016;
3. the resignation of KPMG LLP and the appointment of MNP LLP as the Company’s auditor have been considered and approved by the Company’s Audit Committee and Board of Directors;
4. KPMG LLP’s audit report on the Company’s financial statements for the year ended December 31, 2015 and 2014 did not express a modified opinion; and
5. there have been no “reportable events” within the meaning assigned under subsection 4.11(1) of National Instrument 51-102.

DATED the 7th day of December, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

“Rajiv Jagota”  
Rajiv Jagota  
Chief Executive Officer



KPMG LLP  
Bay Adelaide Centre  
Suite 4600  
333 Bay  
Street  
Toronto,  
Ontario M5H  
2S5  
Telephone (416) 777-8500  
Fax (416) 777-8818  
[www.kpmg.ca](http://www.kpmg.ca)

Ontario Securities Commission  
British Columbia Securities  
Commission  
Commission Autorité des marchés  
financiers  
Alberta Securities Commission  
Manitoba Securities Commission

December 8, 2016

Dear Sirs/Madams

**Re: Notice of Change of Auditors of Telehop Communications Inc.**

We have read the Notice of Telehop Communications Inc. dated December 7, 2016 and are in agreement with the statements contained in such Notice except that we are not in a position to agree or disagree with statement 2 and 3 in such Notice.

Yours very truly,

A handwritten signature in black ink that reads 'KPMG LLP'. The signature is written in a cursive, slightly slanted style. Below the signature is a horizontal line that starts under the 'K' and ends under the 'P'.

Chartered Professional Accountants, Licensed Public Accountants



December 8, 2016

Ontario Securities Commission  
British Columbia  
Securities Commission  
Autorité des marchés  
financiers  
Alberta Securities Commission  
The Manitoba Securities Commission

Dear Sirs:

**Re: Telehop Communications Inc.**

**Notice of Change of Auditor Pursuant to NI 51-102 (Part 4.11)**

In accordance with Section 4.11 of National Instrument 51-102, we have reviewed the Company's Notice of Change of Auditor ("the Notice") dated December 7, 2016. Based on our information as of this date, we agree with the Statements #1 through #4 contained in the Notice. We have no basis to agree or disagree with Statement #5 contained in the Notice.

Yours truly,

A handwritten signature in black ink that reads 'MNP LLP' in a stylized, cursive font.

Chartered Professional Accountants  
Licensed Public Accountants



**ACCOUNTING > CONSULTING > TAX**  
SUITE 300, 111 RICHMOND STREET W,  
TORONTO ON, M5H 2G4  
1.877.251.2922 T: 416.596.1711 F:  
416.596.7894 **MNP.ca**

**Schedule D**

**RESOLUTION AUTHORIZING CHANGE OF NAME**

RESOLVED as a Special Resolution that the Articles of the Corporation be amended to change the name of the Corporation to ADYA Inc.,

RESOLVED FURTHER that the proper officers of the Corporation are authorized to execute and file all documents necessary to implement this special resolution, at such time as the directors may determine, provided the directors may in their sole discretion revoke this special resolution before it is acted upon without further approval of the shareholders of the Corporation.